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L. JAMES DICKSON, P.A.
ATTORNEY AT LAW

FEATHER SOUND CORPORATE CENTER II
13577 FEATHER SOUND DRIVE, SUITE 190
CLEARWATER, FLORIDA 34622-5532

FILED
95 MAY -3 AM 9:52
CLEARWATER, FLORIDA

TEL: (813) 573-7884
FAX: (813) 572-4205

May 2, 1995

MAILING ADDRESS:
POST OFFICE BOX 17245
CLEARWATER, FLORIDA 34622-0245

VIA UPS DELIVERY

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301

EFFECTIVE DATE

700001473717
-05/03/95--01123--014
*****70.00 *****70.00

5-1-95

RE: ARTICLES OF INCORPORATION - APPLAUSE APPLAUSE, INC.

Dear Madam or Sir:

Enclosed please find two (2) fully executed originals of the Articles of Incorporation Applause Applause, Inc., which I ask that you file and, thereafter, furnish to this firm an approval stamped copy of the filed Articles. Also enclosed is this firm's check, in the amount of seventy dollars (\$70.00), for the applicable filing fees.

Please note the effective date of May 1, 1995.

Thank you for your cooperation and assistance and, if you should have any questions, please do not hesitate to give me a call.

Very truly yours,



L. JAMES DICKSON

Enclosures

BROWN MAY - 9 1995

**ARTICLES OF INCORPORATION
OF
APPLAUSE APPLAUSE, INC.**

EFFECTIVE DATE
5-1-95

FILED
MAY -3 1995
TALLAHASSEE, FLORIDA

**Article 1
Name**

The name of this corporation is: APPLAUSE APPLAUSE, INC.

**Article 2
Duration: Effective Date**

This corporation shall exist perpetually, commencing May 1, 1995.

**Article 3
Purposes**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**Article 4
Capital Stock**

This corporation shall be authorized to issue ONE HUNDRED THOUSAND (100,000) shares of COMMON STOCK, each having a par value of ONE CENT (\$.01).

**Article 5
Registered Office and Registered Agent**

The street address of the initial Registered Office of this corporation shall be 927 Fourth Street North, St. Petersburg, Florida 33701. The name of the initial Registered Agent of this corporation at that address shall be NICHOLAS A. ALBANESE.

**Article 6
Principal Office and Mailing Address**

The principal office, and mailing address, of this corporation shall be:

927 Fourth Street North
St. Petersburg, Florida 33701

Article 7
Incorporator

The name and address of the person signing these Articles of Incorporation as the incorporator is:

NICHOLAS A. ALBANESE
2325 Ulmerton Road
St. Petersburg, Florida 33704

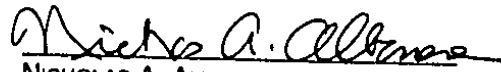
Article 8
Bylaws

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, subject to repeal or change by action of the shareholders.

Article 9
Amendment

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this May 2, 1995.


NICHOLAS A. ALBANESE
Incorporator

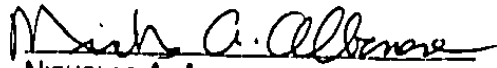
Attachment to the Articles of Incorporation
Applauso Applauso, Inc.

FILED
MAY -3 PM 9:52
TALLAHASSEE, FLORIDA

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept appointment as registered agent. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, *Florida Statutes*.

Date: May 2, 1995


NICHOLAS A. ALBANESE
Registered Agent