

J. DAVID HAYNES

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April 10, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

130000014550183
-04/13/95--01070--007
***122.50 ***122.50

Re: Soaring Eagle Enterprises, Inc.

Dear Sir or Madam,

Enclosed are two (2) original copies of the Articles of Incorporation of the above-referenced corporation, along with my check in the amount of \$122.50 to cover the Secretary of State's fees for the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Resident Agent Fee	\$35.00
Total	\$122.50

I request that you file these articles and return one certified copy and the related documents to me as soon as possible.

Should you need additional information, please contact me.

Best regards,

J. David Haynes
J. David Haynes *by mav*

mav

Enclosures

FILED
95 MAY 17 AM 8:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SDS
671

1695-8373



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 19, 1995

J. DAVID HAYNES, ESQ.
10225 ULMERTON RD.
BLDG. 11
LARGO, FL 34641

SUBJECT: SOARING EAGLE ENTERPRISES, INC.
Ref. Number: W95000008373

We have received your document for SOARING EAGLE ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 095A00018333

ARTICLES OF INCORPORATION
OF
SOARING EAGLE ENTERTAINMENT PRODUCTIONS, INC.

Article I

The name of the corporation is SOARING EAGLE ENTERTAINMENT PRODUCTIONS, INC.

Article II

Corporate existence is deemed to have started on the date of the filing hereof by the Secretary of State.

Article III

The corporation shall have perpetual existence.

Article IV

Purpose. This corporation is organized for the purpose of transacting any and all lawful business.

Principal Place of Business. The initial street address of the principal place of business of the corporation is:

c/o J. David Haynes, Esquire
10225 Ulmerton Road, Bldg. 11
Largo, Florida 34641.

Article V

Capital Stock

The amount of capital stock authorized shall consist of One Thousand (1,000) shares of the common voting stock having No par value, payable in lawful money of the United States of America or in property, or at a just valuation to be fixed by the Board of Directors of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

Article VI

Incorporator

The name and street address of the Incorporator is:

Cheyenne Rivera
c/o J. David Haynes, Esquire
10225 Ulmerton Road, Bldg. 11
Largo, Florida 34641.

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95 MAY 17 AM 8:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article VII

Section 1. This corporation initially shall have one (1) director. The number of directors may be increased or diminished from time to time by action in accordance with the Bylaws of the Corporation.

Section 2. The name and street address of the first members of the Board of Directors who, unless otherwise provided by the Bylaws, shall hold office for the first year of existence of the Corporation or until his or her successor is elected and qualified are:

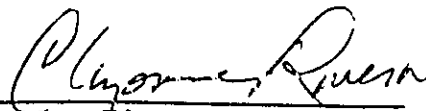
Cheyenne Rivera
c/o J. David Haynes, Esquire
10225 Ulmerton Road, Bldg. 11
Largo, Florida 34641.

Article VIII

The initial resident agent of the corporation shall be:

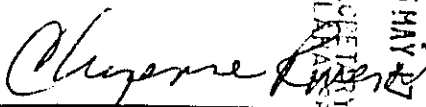
Cheyenne Rivera
c/o J. David Haynes, Esquire
10225 Ulmerton Road, Bldg. 11
Largo, Florida 34641.

IN WITNESS WHEREOF, the above-named Incorporator has subscribed his name this
5th day of MAY, 1995.


Cheyenne Rivera

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of all matters.


Cheyenne Rivera
Resident Agent

Date: May 5, 1995

FILED
25 MAY 27 AM 8:27
CLERK OF STATE
TALLAHASSEE FLORIDA