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TRANSMITTAL LETTER

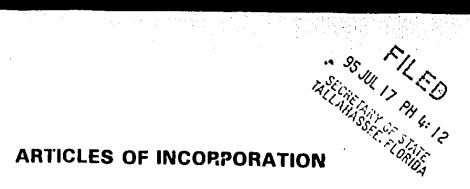
Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

500001533308 -07/17/95--01039--011 *****70.00 *****70.00

FILED

SUBJECT: VISUAL E	EFFECTS GROU	P, INC.					
(Proposed corporate name - must include suffix)							
Enclosed is an original of	and one (1) co	py of the articles of i	ncorporation a	and a check			
x \$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	#122.50 Filing Fee & Certified Copy Additional Copy I	\$131.25 Filing Fee, Certified Copy & Certificate				
		Additional Copy I	required				
FROM:	Rickey J.	Hunter		•			
Name (printed or typed)							
_1851 University Parkway .							
Address							
Sarasota, Florida 34243							
City, State & Zip							
	813-355-6121			SEC ALL	Ş		
	Daytime '	Telephone number	162	SEA.			

NOTE: Please provide the original and one copy of the articles.



XY

The undersigned incorporator(s), for the purpose of forming a conporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: VISUAL EFFECTS GROUP, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1851 University Parkway Sarasota, Florida 34243

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Two Thousand (2,000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Rickey J. Hunter 1851 University Parkway Sarasota, Florida 34243

FILING FEE: \$70.00

See Instructions for officers/directors INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Rickey J. Hunter 1851 University Parkway Sarasota, Florida 34243

John W. Spence 8274 Longbay Blvd. Sarsota, Florida 34243

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

Signature

Twelfth _day of _July

Signatura

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	The name of the corporation is: VISUAL EFFECTS GROUP,	INC.
2.	The name and address of the registered agent and office is: Rickey J. Hunter	95 JIL 17
	(Name)	Fre 2 0
	1851 University Parkway	20 4
	(P.O. Box not acceptable)	Alle 2
	Sarasota, Florida 34243	
	(City/State/Zip)	-

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Barry 9 fisher 7-12-95 (Date)