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PARALEGAL

***ADMITTED TO THE BART. OF COLUMBIA BAR
**ADMITTED TO THE ILLINOIS BAR

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CIVIL TRIAL LAWYER
* FLORIDA BAR BOARD CERTIFIED
WILLIAMS' COMPENSATION LAWYER

** ADMITTED TO THE GEORGIA BAR

January 10, 1996

Secretary of State
Department of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

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****122.50 ****122.50

RE: Incorporation of MIT - F/x, INC.

To Whom It May Concern:

Enclosed please find the original and one duplicate copy of the Articles of Incorporation of this proposed corporation. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify same and return to our office.

Also, enclosed is a certificate designating the place of business or domicile for service of process within this state, naming the agent upon whom process may be served.

A check is also enclosed in the amount of \$122.50 to cover the \$35.00 filing fee for the Articles of Incorporation, the \$35.00 fee for Designation of the Registered Agent, and the \$52.50 fee for a certified copy of the Certificate of Incorporation.

If you have any questions regarding this matter please do not hesitate to contact me.

Very truly yours,



Alan D. Kalinoski

ADK/jw
Enclosures

Dmc
1-12-96

FILED
96 JAN 11 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MIT - F/x, INC.

FILED

96 JAN 11 PM 3:27

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, the undersigned, the subscriber to these Articles of Incorporation, being a person of legal age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be MIT - F/x, INC.

ARTICLE II

The duration of this corporation shall be perpetual. The date and time of the commencement of the corporate existence shall be January 11, 1996 or at the time of the filing of the Articles of Incorporation with the Department of State, whichever occurs later.

ARTICLE III

The purpose of this corporation shall be for any and all lawful business purposes as set forth by Florida Statutes.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue shall be 1,000 shares of common stock. Each share shall have the par value of one dollar (\$1.00) per share and shall consist of one class only.

ARTICLE V

The street address of the initial principal office of this corporation is 523 Douglas Avenue, Altamonte Springs, FL 32714, and the mailing address of this corporation is 1507 Acropolis Circle, Ocoee, FL 34761.

ARTICLE VI

The initial registered agent of this corporation shall be Alan D. Kalinoski, Esquire, 200 East Robinson Street, Suite 1020, Orlando, FL 32801.

ARTICLE VII

The number of directors constituting the initial Board of Directors of this corporation shall be one (1). The number of directors may be increased or diminished from time to time by Bylaws adopted by the share holders. The name and street address of the directors of this corporation who shall hold office for the first year or until successors are chosen shall be Larry Mitchell, 1507 Acropolis Circle, Ocoee, FL 34761.

ARTICLE VIII

The name and address of the incorporator to these Articles of Incorporation is:
Larry Mitchell, 1507 Acropolis Circle, Ocoee, FL 34761.

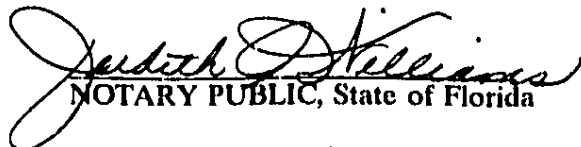


Larry Mitchell

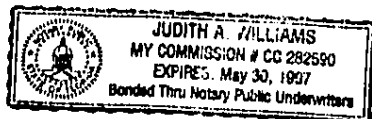
STATE OF FLORIDA)
) SS
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, on this date personally appeared **LARRY MITCHELL**, to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESSED my hand and official seal in the County and State last aforesaid this
10th day of January, 1996.


NOTARY PUBLIC, State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

FILED

96 JAN 11 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


I, **ALAN D. KALINOSKI**, do hereby accept the office of Registered Agent of
Corporation known as **MIT - F/x, INC.**


Alan D. Kalinoski

STATE OF FLORIDA)
COUNTY OF ORANGE)SS

BEFORE ME, the undersigned authority duly authorized in the State and County
aforesaid to administer oaths and take acknowledgments personally appeared, **ALAN D.
KALINOSKI**, known to me to be the person described as the Registered Agent of the
corporation known as **MIT - F/x, INC.**, and he acknowledged before me that he executed
the same for the purposes therein expressed.

WITNESSED my hand and official seal in the County and State last aforesaid this
10th day of January, 1996.


NOTARY PUBLIC, State of Florida
My Commission Expires:

