

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9000
904-222-0000 FAX

800-342-8086



Handwritten: 79600007427

ACCOUNT NO. # 072100000032

REFERENCE # 013700 112000

AUTHORIZATION #

COST LIMIT # \$ PREPAID

ORDER DATE # January 22, 1996

ORDER TIME # 10:13 AM

ORDER NO. # 013700

CUSTOMER NO: 112000

CUSTOMER: Stuart Shaw, Esq
HOGAN & SHAW

2200 Lazy Lane

Fort Lauderdale, FL 33305

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-01/22/96--01050--021
*****70.00 *****70.00

DOMESTIC FILING

NAME: HIGHLY EVOLVED PRODUCTIONS,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS:

Handwritten: 9/16/95

Handwritten: 532 (Eight)

RECEIVED
96 JAN 22 AM 11:05
DIVISION OF CORPORATION

FILED
96 JAN 23 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 24 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 23, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: HIGHLY EVOLVED PRODUCTIONS, INC.
Ref. Number: W96000001645

We have received your document for HIGHLY EVOLVED PRODUCTIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete Article(s) Eight.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 096A00002785

**Articles of Incorporation
of
Highly Evolved Productions, Inc.**

FILED
96 JAN 23 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of this corporation is Highly Evolved Productions, Inc.

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and may do any and all things in a corporate capacity permitted under and not inconsistent with Chapter 607 of the Florida Statutes regarding corporations for profit.

ARTICLE THREE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1000 (one thousand) shares of common stock of the par value of .10 (ten cents) per share.

These shares shall carry preemptive rights.

ARTICLE FOUR

The amount of capital with which the corporation will begin business will not be less than \$500 (five hundred) dollars.

ARTICLE FIVE

The corporation is to have perpetual existence.

ARTICLE SIX

The initial street address of the principal office of the corporation will be 751 Euclid Avenue, Suite 2, Miami Beach, FL 33139.

ARTICLE SEVEN

The number of directors of the corporation will not be less than one.

ARTICLE EIGHT

The names and street addresses of the members of the first Board of Directors are:

Joseph Jabaly
751 Euclid Avenue, Suite 2
Miami Beach, FL 33139

ARTICLE NINE

The names and street addresses of each subscriber to the Articles of Incorporation are:

Joseph Jabaly
751 Euclid Avenue, Suite 2
Miami Beach, FL 33139

ARTICLE TEN

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or this Articles of Incorporation.

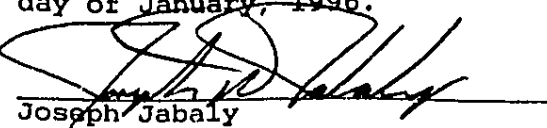
Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are

interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

ARTICLE ELEVEN

The registered agent for the corporation shall be Joseph Jabaly. The place designated for service of process shall be 751 Euclid Avenue, Miami Beach, Florida 33139.

I, THE UNDERSIGNED, being the original subscriber to this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles and certify that the facts stated herein are true, and have hereunto set my hand this 19th day of January, 1996.


Joseph Jabaly
Subscriber

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 JAN 23 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325 and 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:

Highly Evolved Productions, Inc.

2. The name and address of the registered agent and office is:

Joseph Jabaly
751 Euclid Avenue, Suite 2
Miami Beach, FL 33139

Signature



Joseph Jabaly

Title President

Date January 19, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE


(Registered Agent)

DATE

January 19, 1996