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FILED
-5 AM 1:43
STATE
TALLAHASSEE, FLORIDA

January 30, 1996

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

Re: Articles of Incorporation for Universal Home
Entertainment, Inc.

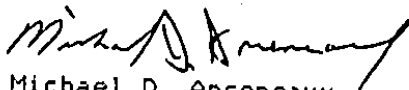
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****122.50 ****122.50

Dear Sir or Madame:

I have enclosed an original and one copy of the Articles of
Incorporation for the above mentioned corporation.
Also you will find a check in the amount of \$122.50 for the
certificate of status, and registered agent designation.

Please send a certified copy of the articles of
incorporation to the incorporator:
Jimmy D. Harris, 108 Waterview Ave. Lehigh Acres, Fl. 33936.
I am also requesting a copy of the articles of incorporation
be sent to my address as listed above for record keeping
purposes.

Sincerely yours,



Michael D. Arceneaux
Accountant for Universal Home Entertainment, Inc.

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ARTICLES OF INCORPORATION
OF
Universal Home Entertainment, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be Universal Home Entertainment, Inc.

ARTICLE II PRINCIPAL OFFICE

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

Universal Home Entertainment, Inc.
107 Waterview Ave.
Lehigh Acres, Fl. 33936

ARTICLE III DURATION

The corporation shall commence upon filing its Articles of Incorporation and shall have a perpetual existence thereafter.

ARTICLE IV PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE V SHARES

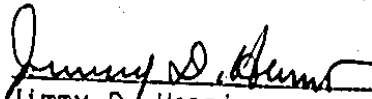
The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of no-par stock.

ARTICLE VI REGISTERED AGENT AND STREET ADDRESS

The registered agent of the corporation and the street address of its registered office is as follows:

Name	Address
Jimmy D. Harris	108 Waterview Ave. Lehigh Acres, Fl. 33936

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Jimmy D. Harris
Registered Agent

Date 1-31-96

ARTICLE VII DIRECTORS

The business and other affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve within the provisions as indicated in the Bylaws. The number of the members of the Board of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The Board of Directors shall initially have(two directors.) The name and address of the initial Directors are as follows:

Jimmy D. Harris
108 Waterview Ave.
Lehigh Acres, Fl. 33936

Wenford Dogget
6220 Meadow View Circle
Ft. Myers, Fl. 33916

Article VIII BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders.

ARTICLE IX INCORPORATORS

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

Jimmy D. Harris
108 Waterview Ave.
Lehigh, Fl. 33936

The undersigned incorporator has executed these Articles of Incorporation this 31st day of January 1996

Jimmy D. Harris
Jimmy D. Harris
Incorporator

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CLERK OF STATE
TALLAHASSEE, FLORIDA