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H. BRYANT SIMS
ATTORNEY AT LAW

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P.O. BOX 2183
PALM BEACH, FLORIDA 33480-2183

H. BRYANT SIMS

TELEPHONE (407) 588-7662
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REPLY TO:
P. O. BOX 2183
PALM BEACH, FLORIDA 33480-2183

January 24, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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-01/30/96--01059--018
****122.50 ****122.50

RE: CanCom, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation on the above-referenced corporation. I have also enclosed my Trust Account check number 3623 in the amount of \$122.50.

I would request that you forward a Certified Copy of the Articles to me.

Thank you for your cooperation in this matter.

Sincerely,

H. Bryant Sims

HBS/gch
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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H. BRYANT SIMS
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7501 NORTHEAST DIXIE HIGHWAY
WEST PALM BEACH, FLORIDA 33408
P.O. BOX 3183
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REPLY TO:
P. O. BOX 3183
PALM BEACH, FLORIDA 33408-3183

IL BRYANT SIMS

February 14, 1996

Secretary of State
Division of Corporations
Attention: Agnes Lunt
P.O. Box 6327
Tallahassee, Florida 32314

RE: CANCOM MANAGEMENT GROUP, INC.

Dear Ms. Lunt:

Enclosed please find the original and one copy of the Articles of Incorporation on the above-referenced corporation. I have also your letter of February 2, 1996.

I would request that you forward a Certified Copy of the Articles to me.

Thank you for your cooperation in this matter.

Sincerely,

H. Bryant Sims

H. Bryant Sims

HBS/gch
Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 2, 1996

H. BRYANT SIMS, ESQ.
P.O. BOX 2153
PALM BEACH, FL 33480-2153

SUBJECT: CANCOM, INC.
Ref. Number: W96000002558

We have received your document for CANCOM, 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.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 196A00004690

ARTICLES OF INCORPORATION

OF

CANCOM MANAGEMENT GROUP, INC.

I the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be:

CANCOM MANAGEMENT GROUP, INC.

ARTICLE II

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III

The general purpose of the corporation will be to establish an entertainment and arts company. To invest in various film, video, music, and any other entertainment project. To establish production companies for the production of films, videos, music creations, live presentations and any other area that may be related to such projects. Further, to purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise, and real and personal property of every class and description and to engage in any lawful business under of the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

This Corporation is authorized to issue 10,000 shares at (\$1.00) Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata of share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 6551 S.E. Federal Highway, #2, Stuart, Florida 34997.

ARTICLE VII

The street address of the initial registered office of this Corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this Corporation at the address is H. BRYANT SIMS, ESQUIRE.

ARTICLE VIII

This Corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws, however, there shall never be less than one Director. The name and address of the initial Board of Directors are:

**MICHAEL R. KENDRICK
6551 S.E. FEDERAL HIGHWAY, #2
STUART, FLORIDA 34997**

ARTICLE IX

The name and address of the Incorporator signing these Articles is:

**MICHAEL R. KENDRICK
6551 S.E. FEDERAL HIGHWAY, #2
STUART, FLORIDA 34997**

ARTICLE X

The Officers of the Corporation shall be:

**MICHAEL R. KENDRICK
6551 S.E. FEDERAL HIGHWAY, #2
STUART, FLORIDA 34997**

ARTICLE XI

This Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed

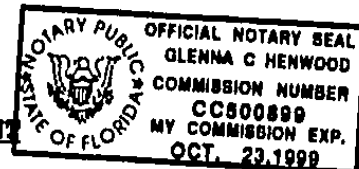
those Articles of Incorporation on the 12th day of ^{February} ~~January~~, 1996.


MICHAEL R. KENDRICK

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

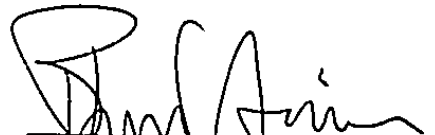
BEFORE ME, the undersigned authority, personally appeared,
MICHAEL R. KENDRICK, who produced as Identification Florida
Driver's License, known to me and by me to be the person
who executed the above Articles of Incorporation, for the purposes
therein expressed, this 12th day of February, 1996.


GLENNA C. HENWOOD
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE
MY COMMISSION EXPIRES:



ACCEPTANCE OF REGISTERED AGENT

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


H. BRYANT SIMS, ESQUIRE

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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