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LEGAL & FINANCIAL SERVICE

100-443886-106-00032

REFERENCE # 850884 92230

AUTHORIZATION :

COST LIMIT : \$ 70,000

ORDER DATE : February 16, 1996

ORDER TIME : 11:16 AM

800001718178

ORDER NO. : 850884

CUSTOMER NO: 7223A

CUSTOMER: Donald R. Hall, Esq
GOZA & HALL

Corporate Square, Suite 402
20050 Us 19 North
Clearwater, FL 34621

DOMESTIC FILMING

NAME: NEXUS PROGRAM, INC.

EFFECTIVE DATE:

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: Gwen L. Butler

EXAMINER'S INITIALS: **T. BROWN** FEB 20 1996

FILED
96 FEB 19 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 19 PM 12:09
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
NEXUS PROGRAM, INC.

FILED
96 FEB 19 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NEXUS PROGRAM, INC.

The address of the principal office of this corporation shall be 2404 U.S. Highway 19, Holiday, Florida 34691, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR


The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on February 19, 1996 .

CORPORATION SERVICE COMPANY

By.


Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FILED
96 FEB 19 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By:

Karen B. Rozar
Its Agent, Karen B. Rozar

HBD/gjb

P96000015463

LAW OFFICES
GOZA AND HALL, P.A.
28050 U. S. HWY. 19 NORTH
SUITE 402, CORPORATE SQUARE
CLEARWATER, FLORIDA 34621
TELEPHONE (813) 799-2025
FAX (813) 796-8908

March 18, 1996

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

Gentlemen:

Re: Change of Registered Agent:
Nexus Program, Inc.

Please file the enclosed Change of Registered Agent form and send acknowledgment of the same to the undersigned at your first convenience. Our check in the amount of \$35.00 is enclosed for your fee for same.

Thank you.

Very truly yours,


Donald R. Hall

DRH:dk
Encs.

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-03/20/96--01080--005
*****35.00 *****35.00

SH 3/26
RA Change

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 20 PM 12:31

9/96

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: NEXUS PROGRAM, INC.

1b. The mailing address of the corporation is: 2404 U.S. Highway 19, Holiday,
Florida 34691

1c. Date of Incorporation: February 19, 1996 Document number: P96000015463

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

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Barbara J. Masco

2404 U.S. Highway 19

Holiday, FL 34691

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Barbara J. Masco, President 3/12/96
(Signature of an officer, chairman or vice chairman of the board) (Date)

Barbara J. Masco, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Barbara J. Masco
(Signature of Registered Agent)

3/12/96
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)