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November 9th, 1995

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Secretary of State
Division of Corporations
The Capitol
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

Re: ANIMATION ART CAFE INTERNATIONAL, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-entitled corporation as well as a check in the amount of the filing fee.

Upon the filing of the Articles of Incorporation, please forward a certified copy to this office for our records

Very truly yours,

Mary Ellen Hudson

Mary Ellen Hudson, Secretary
Arthur J. Green, Esquire

Enclosure

FILED
96 MAR -7 AM 10:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 3/11/96

ARTICLES OF INCORPORATION

OF

ANIMATION ART CAFÉ INTERNATIONAL, INC.

FILED

96 MAR -7 AM 10:35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this incorporation is ANIMATION ART CAFÉ INTERNATIONAL, INC. The mailing address of this Corporation is 7602 Majestic Pine, Court, Orlando FL. 32819.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL RESIDENT OFFICE AND AGENT

The street address of the initial resident office of this corporation is 1801 University Drive, Coral Springs, Florida 33071, and the name of the initial Resident Agent of this corporation at that address is ARTHUR J. GREEN.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial board of directors is:

FRANK SCANNAVINO
11960 N.W. 2nd Court
Coral Springs, FL. 33071

JOHN SCOLARO
7602 Majestic Pine Court
Orlando, FL. 32819

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is FRANK SCANNAVINO

11960 N.W. 2nd Court, Coral Springs, FL. 33071.

ARTICLE VIII - BY-LAWS

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

ARTICLE IX

Shares of capital stock of this corporation shall be issued initially to the following Shareholders in the amount set opposite his name:

FRANK SCANNAVINO	500	JOHN SCOLARO	500
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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation, the price and terms of which, and the time within which such shares may be offered and sold, shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by majority of stockholders.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent of the shares entitled to vote, represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XII - SHAREHOLDERS MEETING REQUIRED

Any section of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XIV - POWERS

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

ARTICLE XV - DIRECTOR QUORUM AND VOTING

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the directors present, shall be the act of the Board of Directors.

ARTICLE XVI - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XVII - INDEMNIFICATION

The corporation shall indemnify any officer or director of any former officer or director, to the full extent permitted by law.

ARTICLE XVIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation, this 9th day of November, 1995.


FRANK SCANNAVINO

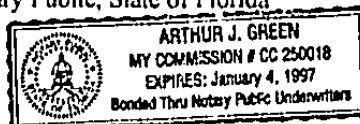
STATE OF FLORIDA :
:SS
COUNTY OF BROWARD :

I HEREBY CERTIFY, that on this day before me, an officer duly authorized to take acknowledgments, personally appeared, FRANK SCANNAVINO, to me well known (or who produced the following identification) _____, and who stated on oath that he is the person described in and who executed the foregoing instrument for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid, this 9th day of November, 1995.

My commission expires:

Notary Public, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

ANIMATION ART CAFÉ INTERNATIONAL, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
CORAL SPRINGS, FLORIDA, HAS NAMED ARTHUR J. GREEN
(CITY) (STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 1801 UNIVERSITY DRIVE
(STREET ADDRESS OF RESIDENT AGENT)

CITY OF CORAL SPRINGS, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

Signature


FRANK SCANNAVINO

Title

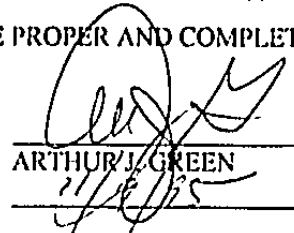
INCORPORATOR

Date

11/9/95

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.

Signature


ARTHUR J. GREEN

Date

11/9/95

FILED
96 MAR -7 AM 10:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA