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96 MAR 12 PM 1:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 07740000000000000000

REFERENCE : 877912 64690

AUTHORIZATION : *Patricia Pyjuts*

COST LIMIT : \$ 132,500

ORDER DATE : March 12, 1996

ORDER TIME : 9:32 AM

ORDER NO. : 877912

500001739595

CUSTOMER NO: 64690

CUSTOMER: Terence F. Brennan, Esq.
MAGUIRE VOORHIS & WELLS, P.A.

P. O. Box 633

Orlando, FL 32802

DOMESTIC FILING

NAME: SIMULATION & ENTERTAINMENT
TECHNOLOGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew G. Baloy

EXAMINER'S INITIALS:

RECEIVED
96 MAR 12 AM 10:09
DIVISION OF CORPORATION

3-13-96
24

ARTICLES OF INCORPORATION
OF
SIMULATION & ENTERTAINMENT TECHNOLOGIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation to form a corporation under the laws of the Florida Business Corporation Act.

ARTICLE I

Name. The name of this corporation is:

Simulation & Entertainment Technologies, Inc.

ARTICLE II

Principal Office. The principal office and mailing address of this corporation is 2030 Schoharie Court, Orlando, Florida 32817-4822.

ARTICLE III

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 150,000 shares of common stock having \$0.01 par value, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V

Term of Existence. This corporation shall have perpetual existence.

ARTICLE VI

Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 2030 Schoharie Court, Orlando, Florida 32817-4822, and the name of the initial registered agent of the corporation at that address is Rupert Meghnot.

ARTICLE VII

Number of Directors. This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The names and street addresses of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Rupert Meghnot	2030 Schoharie Court Orlando, FL 32817-4822
Peter Sill	1235 Glencrest Drive Heathrow, FL 32746
Donald Jacobs	2418 Huntingdale Lane Orlando, FL 32765

ARTICLE IX

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

<u>Name</u>	<u>Address</u>
Rupert Meghnot	2030 Schoharie Court Orlando, FL 32817-4822

ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

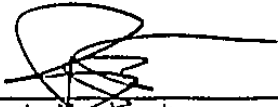
ARTICLE XI

Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

By-Laws. The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and he acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 11th day of March, 1996, and I accept the duties and responsibilities of Registered Agent for the Corporation as set forth in the Florida Business Corporation Act.



Rupert Meghnot
Incorporator and Registered Agent

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96 MAR 12 PM 1:18
STATE
TALLAHASSEE, FLORIDA

P96000022653

MAQUIRE, VOORHIS & WELLS, P.A.

Attorneys at Law

BUNTRUST CENTER, SUITE 3000
200 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE (407) 244-1100
FACSIMILE (407) 872-0207

WRITER'S DIRECT DIAL

MAILING ADDRESS:
P. O. BOX 633
ORLANDO, FLORIDA 32802

August 22, 1996

VIA EXPRESS MAIL

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

100001940101
-09/05/96--01073--017
*****43.75 *****43.75

Subject: Simulation & Entertainment Technologies, Inc.

Gentlemen:

Enclosed please find the following concerning the above-referenced corporation --

1. Original and one copy of Articles of Dissolution; and
2. A check in the amount of \$43.75 in payment of the filing fee and the cost of a Certificate of Status.

Please file the original, date-stamp the photocopy with the filing information and return it to me, together with a Certificate of Status, for our file.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Marlis J. Spear

Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Mr. Rupert L.A. Meghnot
Terence F. Brennan, Esq.

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FILED
96 AUG 26 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 AUG 26 AM 9:00
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION
OF
SIMULATION & ENTERTAINMENT TECHNOLOGIES, INC.

FILED
96 AUG 26 AM 11:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned officer of Simulation & Entertainment Technologies, Inc., (the "Corporation") hereby delivers these Articles of Dissolution in order to dissolve the Corporation pursuant to the Florida Business Corporation Act.

1. Name. The name of the Corporation is Simulation & Entertainment Technologies, Inc.


2. Authorization Date. The dissolution of the Corporation was authorized by all of the Shareholders of the Corporation on July 22, 1996.

3. Approval of Shareholders. All of the Shareholders of the Corporation approved the dissolution of the Corporation by written consent without a meeting, thereby casting a sufficient number of votes for approval of the dissolution of the Corporation.

4. Claims and Obligations. All claims and obligations of the Corporation, including all contingent, conditional, or unmatured claims known to the Corporation and all claims and obligations of unidentified claimants, have been paid or reasonable provision has been made therefor.

5. Remaining Property. All remaining property of the Corporation has been distributed to its Shareholders.

Executed this 9th day of August, 1996.



Rupert Meghnot, President