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ARTICLES OF INCORPORATION

ARTICLE I

The name of this Corporation shall be: **UNIVERSAL MEDIA PRODUCTIONS, INC.**

ARTICLE II

Subject to the provisions of the laws of the State of Florida, especially Chapter 607, Florida Statutes and all other applicable laws, rules and regulations, this Corporation shall come into existence at 12:01 A.M. on April 01, 1996.

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The amount of capital stock authorized by this Corporation shall be (10,000) TEN THOUSAND at (\$1.00) ONE DOLLAR per share par value non-assessable Common Stock.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The registered office as well as the principal office and the mailing address of this Corporation shall be: **6649 Amory Court Ste # 9 Winter Park, FL 32792** but this Corporation may establish such other office: and branch offices within or without the State of Florida as may be necessary or as may be determined by the Board of Directors. **William N. Davis** will be the Registered Agent of the Corporation at the above mentioned address.

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ARTICLE VII

This Corporation shall be managed by a Board of Directors no less than one nor more than three who need not be stockholders of the Corporation. The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are:

William N. Davis 2968 Bower Road Winter Park FL 32792.
Karl H. Hittinger 7464 Wood Burn Court Winter Park FL 32792.

ARTICLE VIII

The name and street address of the subscriber to the Certificate of Incorporation is,
William N. Davis 2968 Bower Road Winter Park FL 32792.

ARTICLE IX

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE X

William N. Davis residing at 2968 Bower Road Winter Park FL 32792 has been named as the Corporation's agent to accept service of process within this State. Said Agent has accepted the request to act in this capacity.

26 IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal this day of March 1996.


WILLIAM N. DAVIS
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is **UNIVERSAL MEDIA PRODUCTIONS, INC.**

The name and address of the registered agent and registered office and principal office is:

William N. Davis
6649 Amory Court Ste 9
Winter Park, FL 32792.

HOME: 2968 BOWER ROAD
WINTER PARK, FL 32792

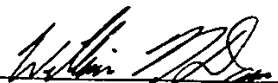

William N. Davis
Incorporator & Director

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Dated at Winter Park this 26 day of March, 1996.

Having been named as registered agent and to accept service of process for the above stated Corporation, at place designated in this certificate, 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 obligations of my position as registered agent.

BY



WILLIAM N. DAVIS

Date: 26 day of March, 1996