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SCOTT A. TURNER

REPLY TO:
MELBOURNE

April 1, 1996

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

900001770849
-04/05/96--01052--010
****131.25 ****131.25

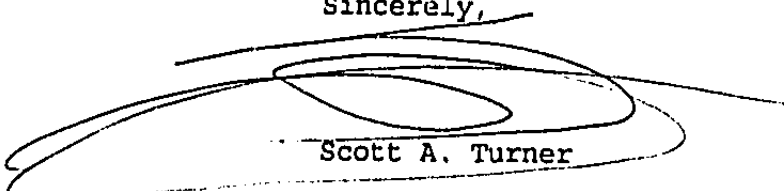
RE: Magic Management, Inc.

Dear Sir or Madam:

Enclosed please find the original Transmittal Letter, Certificate of Designation of Registered Agent/Registered Office (together with one copy), and original and one copy of the Articles of Incorporation for Magic Management, Inc. Also, enclosed please find a check in the sum of \$131.25 representing the filing fees and cost of obtaining a certified copy of the Articles of Incorporation and the Certification of Incorporation.

Please forward the same to my office as soon as possible. Thank you for your cooperation and consideration. If you have any questions or need additional information, please call.

Sincerely,


Scott A. Turner

SAT:mjs

Enclosures: As stated

FILED
96 APR -5 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOWN APR 11 1996

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Magic Management, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4716 Faust Court
Orlando, Florida 32817

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Scott A. Turner, Esquire
1499 South Harbor City Boulevard, Suite 201
Melbourne, Florida 32901

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86 APR -5 AM 10:22
CLERK OF CIRCUIT COURT
JULIA M. LEE, CLERK

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Susan L. Harrison - Sole Officer/Director/President

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

1st day of April, 19 96.

(An additional article must be added if an effective date is requested.)

Susan Harrison

Signature

SUSAN L. HARRISON

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
96 APR -5 AM 10:22
TALLAHASSEE, FLORIDA

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.

1. The name of the corporation is: Magic Management, Inc.

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

Scott A. Turner, Esquire

(NAME)

1499 South Harbor City Boulevard, Suite 201

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Melbourne, Florida 32901

(CITY/STATE/ZIP)

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

Scott A. Turner

(SIGNATURE)

4/1/96

(DATE)