

W. Edward McLeod, P.A.

SIGNATURE PLAZA - SUITE 1010
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Ned McLeod
Counselor & Attorney at Law

June 10, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32314

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*****252.50 *****87.50

Re: Restated Articles of Incorporation of FRONTRUNNER PRODUCTIONS, INC.
Filing of 1997 Annual Report

Corporate Registrar:

Enclosed please find the following enclosures in connection with the above corporation:

1. The Restated Articles of Incorporation and copy for certification;
2. Annual Report, 1997 (indicating new Reg. Agent per Restated Articles); and
3. A check in the amount of \$252.50 to cover the following items: (a) \$35.00 filing fee for the Restated Articles; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$165.00 filing fee for Annual Report (per your office telephone approval, June 9, 1997).


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

Sincerely,

W. EDWARD MCLEOD, P.A.


Ned McLeod

Enclosures


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**RESTATED ARTICLES OF INCORPORATION
OF**

FRONTRUNNER PRODUCTIONS, INC.

Pursuant to FSA § 607.1007, this corporation adopts these articles of restatement to its previously filed Articles of Incorporation, amending them as follows and substituting these articles in total for those previously filed:

ARTICLE I

Name and Principal Office

The name of the Corporation was and remains FRONTRUNNER PRODUCTIONS, INC. The newly amended address of the principal office of the corporation is 6197 Westgate Drive, Suite 106, Orlando, Florida 32835.

ARTICLE II

Corporate Purposes, Power and Rights

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

ARTICLE III

Duration of the Corporation

Existence of the Corporation commenced on the date all fees were paid and the original Articles of Incorporation were filed by the Secretary of State, April 22, 1996, and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV

Authorized Stock & Shareholder Rights

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock, with a \$0.01 par value per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, set forth in a subsequently executed Shareholders Agreement unanimously adopted, or provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V
Registered Office and Registered Agent

The street address of the new registered office of the Corporation in the State of Florida shall be W. EDWARD McLEOD, P.A., 201 South Orange Avenue, Suite 1010, Orlando, Florida 32801. The name of the newly appointed registered agent of the Corporation at the registered office is W. Edward McLeod, Esquire.

ARTICLE VI
Board of Directors

The Board of Directors shall consist of three (3) persons. The names and addresses of those persons who shall serve as directors of the Corporation until removed or replaced by proper action of the Board are:

<u>Name</u>	<u>Address</u>
Brenton L. Wilson	6197 Westgate Drive, Suite 106 Orlando, Florida 32835
Steven R. Prevesk	6197 Westgate Drive, Suite 106 Orlando, Florida 32835
Thomas Eberts	6197 Westgate Drive, Suite 106 Orlando, Florida 32835

ARTICLE VII
Indemnity

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII
Preemptive Rights

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE IX
Control-Share Acquisitions

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

CERTIFICATION

The undersigned certifies that these Restated Articles of Incorporation, to the extent the restatement provides for an exchange, reclassification, or cancellation of issued shares, or effects shareholder's rights in any other manner, were properly presented to all existing shareholders who then voted unanimously for their adoption and implementation and further instructed the Board make them effective the date of filing with the Secretary of the Department of State.

Executed this 20 day of June, 1997.

A handwritten signature in dark ink, appearing to read "Thomas Eberts", written over a horizontal line.

Thomas Eberts, Director and Vice-President

STATE OF FLORIDA)
)SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 10 day of June, 1997, by THOMAS EBERTS who produced a Florida Drivers License as identification.



W EDWARD MCLEOD
My Commission CC396305
Expires Sep. 25, 1998
Bonded by HAI
800-422-1665

W. Edward McLeod
W. Edward McLeod

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

Having been named as registered agent for FRONTRUNNER PRODUCTIONS, INC., I hereby accept the appointment of registered agent for such corporation. I am familiar with, and accept, the obligations provided for in Florida Statutes Section 607.325.

W. EDWARD McLEOD, P.A.

By: W. Edward McLeod
W. Edward McLeod, Esq., Registered Agent

Date: June 10, 1997