

P 96000044777

1201 HAYS STREET

TALLAHASSEE, FL 32309-2000

800-333-8086



PREMIER FIRM
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 965932 159861A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 24, 1996

ORDER TIME : 12:14 PM

ORDER NO. : 965932

CUSTOMER NO: 159861A

CUSTOMER: Christopher G. Miller, Esq
CHRISTOPHER G. MILLER, ESQ

507 South Prospect Avenue

Clearwater, FL 34616

100001889191
-05/24/96--01099--008
*****70.00 *****70.00

DOMESTIC FILING

NAME: COMPETITIVE EDGE PRODUCTIONS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

55 MAY 24 PM 1:14
JF 5/28/96

ARTICLES OF INCORPORATION

or

COMPETITIVE EDGE PRODUCTIONS, INC.
(A For Profit Corporation)

FILED
TERRILL STATE
DIVISION OF CORPORATIONS

96 MAY 24 AM 9:20

ARTICLE I - Name

The name of this Corporation is:

COMPETITIVE EDGE PRODUCTIONS, INC.

ARTICLE II - Duration

This Corporation shall have perpetual existence.

ARTICLE III - Purposes and Powers

This Corporation is organized for the purpose of and shall have the authority to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, (1989) as presently enacted and as it may be amended from time to time.

ARTICLE IV - Capital Stock

This Corporation is authorized to issue 7,500 shares of no par value common stock, which shall be designated as "Common Shares".

ARTICLE V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be

done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - Initial Registered Office and Agent

The principal office address of this Corporation is 507 S. Prospect Ave., Clearwater, FL, 34616, and the name of the initial Registered Agent of this Corporation at that address is Christopher G. Miller.

ARTICLE VII - Initial Board of Directors

This Corporation shall initially have three(3) directors. The number of directors may either be increased or diminished from time to time in accordance with the provisions of the bylaws but shall never be less than one (1). The names and addresses of the initial director of this Corporation is: Christopher G. Miller, 507 S. Prospect Ave., Clearwater, FL, 34616.

ARTICLE VIII - Officers

The following individuals have been elected to the offices set opposite their names, to serve until their successors are elected and qualified:

President	Lawrence France
Vice-President	Joel Seiner
Secretary/Treasurer	Christopher G. Miller

ARTICLE IX - Incorporator

The name and address of the person signing these articles is:
Christopher G. Miller, 507 S. Prospect Ave., Clearwater, Florida,

34616.

ARTICLE X - Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted my law.

ARTICLE XI - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of May, 1996.

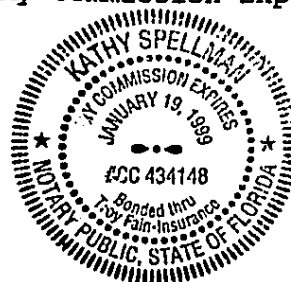

CHRISTOPHER G. MILLER

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 23 day of May, 1996, by **CHRISTOPHER G. MILLER**, who is personally known to me and did/did not take an oath.


NOTARY PUBLIC

My Commission Expires:



FILED
STATE
DIVISION OF CORPORATIONS

**CERTIFICATE DESIGNATING REGISTERED AGENT 96 MAY 24 AM 9:20
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

PURSUANT TO FLORIDA STATUTES 48.091, COMPETITIVE EDGE PRODUCTIONS, INC., 507 S. Prospect Ave., Clearwater, FL, 34616, (A For Profit Corporation) desiring to organize under the laws of the State of Florida, hereby designates Christopher G. Miller, 507 S. Prospect Ave., Clearwater, FL, 34616 as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as Registered Agent to accept service of process for the above named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statutes 48.091(3) relating to maintaining an office for the service of process.


CHRISTOPHER G. MILLER