

P96 0000 610 46

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

F. CHESTER JUL 22 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/22		
TIME	11.00		CK No. _____
BY	21		

WALK-IN
Will Pick Up _____

RE: TV-5 Multi-Media Inc No. 52504

FILED
DISBURSED
11:25 PM
7/22/96

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. Filing	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership Filing	_____	_____
<input type="checkbox"/> Foreign Corp. Filing	_____	_____
<input checked="" type="checkbox"/> Cert. Copy(s)	_____	_____

<input type="checkbox"/> Art. of Amend. Filing	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> O U B	_____	_____
<input type="checkbox"/> Fictitious Name Filing	_____	_____

<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____

<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____

<input type="checkbox"/> UCC 1 or 3 Filing	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____

SUBTOTALS

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
J & J MULTI-MEDIA, INC.

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be J & J Multi-Media, Inc. and its business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and its principal place of business shall be 1127 Lancer Lane, Tarpon Springs, Florida 34689 or such other place as from time to time is designated.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE III - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporations primary business shall be multi-media computer consultants, and every other act or thing incidental or pertaining to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted by law.

ARTICLE IV - STOCK CLAUSE

The aggregate number of share which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS AND RELATED MATTERS

Each holder or shares of this corporation shall have the first right to purchase shares of this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares held at the time bears to the total number of

share outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pays or the shares preemptive within thirty days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue and inviting him to exercise his preemptive rights.

ARTICLE VI - OFFICERS AND DIRECTORS

The business and affairs of the corporation shall be conducted and managed by a Board of Directors who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Initial President / Director:	Jo Ellen Bryant
	1127 Lancer Lane
	Tarpon Springs, Florida 34689

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial Registered Office of this corporation is 36358 U.S. Highway 19 North, Palm Harbor, FL 34684. The name of the initial registered agent of this corporation at that address is JAMES J. SPANOLIOS, ESQ.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

ARTICLE XII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

ARTICLE XIII - INCORPORATOR

The address of the Incorporator of this corporation is 1127 Lancer Lane, Tarpon Springs, FL 34689. The name of the Incorporator of this corporation at that address is Jo Ellen Bryant.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purpose of forming a corporation to do business in the State of Florida, under the Laws of the state of Florida, do make and file these articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and set my hand and seal this 16 day of July, 1996.

Jo Ellen Bryant
Jo Ellen Bryant

BEFORE ME, the undersigned authority, personally appeared Jo Ellen Bryant, personally known to me or who produced as identification: _____, and who did take an oath, after first being duly sworn, deposes and says that the things and matters contained in the Articles of Incorporation are true and correct and that he executed the same for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 16 day of July, 1996.



J SPANOLICH
My Commission CC548481
Expires Apr. 22, 2000

J. Spanolich
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE
AND NAMING AN AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Florida Statute, the following is submitted:

That J & J Multi-Media, Inc. organized under the laws of the state of Florida, with its principal place of business being:

1127 Lancer Lane
Tarpon Springs, FL 34689

has named as its registered agent to accept process within this State:

James J. Spanolios, Esq.
36358 U.S. Highway 19 North,
Palm Harbor, FL 34684

FILED
96 JUL 22 PM 1:25
TALLAHASSEE
FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated above, I hereby accept appointment in this capacity, and agree to comply with the provisions of State Law relative to keeping open said office.

J. Spanolios
James J. Spanolios, Esq.

BEFORE ME, the undersigned authority, personally appeared, James J. Spanolios, Esq. personally known to me or who produced as identification: _____, and who did take an oath, after first being duly sworn, deposes and says that the things and matters contained in the Articles of Incorporation are true and correct and that he executed the same for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 16th day of JULY, 1996.



BART J. COLORAFI
COMMISSION # CC438687
EXPIRES FEB. 13, 1999
ALAN NOTARY SERVICE
1-800-488-8040

Bart J. Colorafi
Notary Public