

P960000063977

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 \$ _____

FILED

96 JUL 31 AM 11:57

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

JUL 31 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/31/96		
TIME	9:30		CK No. _____
BY	CD		

WALK-IN
 Will Pick Up _____

RE: CM Entertainment
Group Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Fin. Statement		
<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 File		
<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 Prop.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

300001303213
 -07/31/96-04010-013
 ***070.00 ***070.00

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
CM Entertainment Group Inc.

FILED
96 JUL 31 AM 11:57
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE I

NAME, PRINCIPAL PLACE OF BUSINESS AND DURATION

The name of the Corporation is CM Entertainment Group Inc. The principal place of business of the Corporation is 100 West Livingston Street, Orlando, Florida 32801. The duration of the Corporation is perpetual.

ARTICLE II

REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is 100 West Livingston Street, Orlando, Florida 32801, County of Orange. The name of the registered agent at such address is W.A. Harmoning II.

ARTICLE III

CORPORATE PURPOSE, POWERS AND RIGHTS

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

ARTICLE IV

CAPITAL STOCK

1. The total number of shares of capital stock which the Corporation has the authority to issue is 7,000 shares of Common Stock ("Common Stock"), \$.10 par value per share.
2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:
 - (a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.
 - (b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, of any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The

Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of any part of such remaining assets to the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming an owner or holder of any shares of Common Stock or other securities having voting rights issued by this Corporation ("shareholder") does thereby consent and agree that all rights, powers, privileges, obligations or restriction pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactment of the State of Florida, or of United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactment.

ARTICLE V

INCORPORATOR

1. The name and mailing address of the incorporator of the Corporation is as follows:

Name	Address
W.A. Harmening II	100 West Livingston Street Orlando, Florida 32801

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.

2.(a) The number of members of the Board of Directors during a term; the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting if shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name	Address
W.A. Harmening II	100 West Livingston Street Orlando, Florida 32801
John Locke	100 West Livingston Street Orlando, Florida 32801

ARTICLE III

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated this 29 day of July, 1996.


W.A. Harmening II

STATE OF FLORIDA
COUNTY OF ORANGE

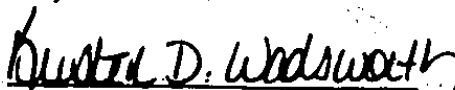
Be it remembered, that on this 29 day of July, 1996, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, W.A. Harmening II, a party to be such, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed.

Given under my hand and seal of office the day and year aforesaid.



KRISTEN D. WADSWORTH
My Comm. Exp. 7/18/99
Bonded By Service Inc.
No. CC180662

Notary Public


Kristen D. Wadsworth
Notary Public: L.S.

My Commission Expires: 7-18-99

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
96 JUL 31 11:57
CLERK OF DISTRICT COURT
STATE OF FLORIDA

In compliance with Section 48.001 Florida Statutes, the following is submitted:

CM Entertainment Group Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Orlando, State of Florida, has named W.A. Harmening II located at 100 West Livingston Street, Orlando, Florida, 32801, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of said Statutes relative to the proper performance of my duties.

W.A. Harmening II
Registered Agent

7-29-96
Date

STATE OF FLORIDA
COUNTY OF ORANGE

Be it remembered, that on this 29 day of July, 1996, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, W.A. Harmening II, a party to be such, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed.

Given under my hand and seal of office the day and year aforesaid.



KRISTEN D. WADSWORTH
My Comm Exp. 7/18/99
Bonded By Service Inc
No. CC480662
My Comm Exp. 7/18/99

Kristen D. Wadsworth
Notary Public
Kristen D. Wadsworth
My Commission Expires: 7-18-99