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COVER LETTER

FOR

ARTICLES OF INCORPORATION for d3 STUDIOS, INC.

JAMES R. WOLDSETH  
11590 SEMINOLE BLVD., C-1  
LARGO, FLORIDA 33778

AUG. 5, 1996

HONORABLE SANDRA MORTHAM  
SECRETARY OF STATE  
STATE OF FLORIDA

DEAR MRS. MORTHAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION FOR  
d3 STUDIOS, INC. IN ADDITION, YOU WILL FIND  
A CHECK FOR \$70.00 (SEVENTY DOLLARS) TO COVER FILING FEES.

THE RETURN ADDRESS FOR ACKNOWLEDGEMENT OF ACCEPTANCE OF  
THESE ARTICLES IS AT THE OFFICE OF THE INCORPORATOR:

JAMES R. WOLDSETH, C.P.A.  
11590 SEMINOLE BLVD., C-1  
(813) 397-4135

IF THERE ARE ANY QUESTIONS, ADDITIONAL INFORMATION, OR  
REQUIREMENTS NEEDED FOR FILING, PLEASE CONTACT JAMES R.  
WOLDSETH.

RESPECTFULLY,

*James R. Woldseth*  
JAMES R. WOLDSETH

8/15/96  
TD

ARTICLES OF INCORPORATION  
OF  
d3 STUDIOS, INC.

I, the undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is d3 Studios, Inc.  
The principle location of the corporation is 8000 11th St. N.,  
St. Petersburg, FL 33709.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual,  
and its corporate existence shall commence upon the filing  
of these Articles of Incorporation.

ARTICLE III. PURPOSE

The purposes for which this corporation is formed are  
to engage in any lawful act or activity of business for  
which corporations may be incorporated pursuant to law.

ARTICLE IV. SHARES

The aggregate number of shares which the corporation  
shall have authority to issue is 100 nonassessable, have a  
par value of \$1.00 (one-dollar) per share.

Without derogation to any other power to purchase shares  
of the corporation as permitted by law, the corporation, by  
action of the Board of Directors may purchase or redeem out-  
standing shares as permitted by its bylaws or agreement en-  
tered into by its shareholders.

ARTICLE V. REGISTERED OFFICE

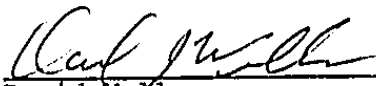
The Registered Office of the corporation shall be:  
8000 11th St. N., St. Petersburg, FL 33702.

ARTICLE VI. APPOINTMENT OF REGISTERED AGENT

APPOINTMENT: David Wells, 8000 11th St. N., St. Petersburg Florida 33702, is hereby appointed as the Registered Agent at the Registered Office of the corporation.

ACCEPTANCE: I hereby accept my appointment as the Registered Agent of d3 Studios, Inc. on whom process and other notice may be served. I am familiar with and accept the obligations provided for in Florida Stat. Ann. Sec. 607.325

Date: 8-2-96

  
David Wells  
8000 11th St. N.  
St. Petersburg, FL 33702

ARTICLE VII. INITIAL BOARD OF DIRECTORS

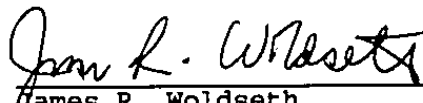
The number of Directors composing the Initial Board of Directors is (2). The names and addresses of the members of the Initial Board of Directors are:

David Wells- President & Treasurer  
8000 11th St. N.  
St. Petersburg, Florida 33702

Randy Dixon - Vice President & Secretary  
6384 56th Ave. N.  
St. Petersburg, Florida 33709

ARTICLE VIII. INCORPORATOR

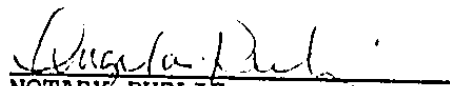
The name and address of the Incorporator is James R. Woldseth, 11590 Seminole Blvd., Seminole, Florida 33778.

  
James R. Woldseth  
Incorporator

ACKNOWLEDGEMENT

COUNTY OF PINELLAS }  
STATE OF FLORIDA }

Before me, a Notary Public in and for the County and State aforesaid, personally appeared James R. Woldseth, Incorporator of 3d Studios, Inc., who acknowledged that he signed the foregoing Articles of Incorporation his free act and deed on this 2 day of Aug., 1996.

  
NOTARY PUBLIC

My commission expires:

