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August 22, 1996

WHITTEN'S DIRECT DIAL

VIA EXPRESS MAIL

Division of Corporations  
Department of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
95 AUG 26 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

20001992592  
-08/27/96-11069-002  
\*\*\*122.50 \*\*\*122.50

Subject: Simulation Entertainment Group, Inc.

Gentlemen:

Enclosed please find the following in connection with the incorporation of Simulation Entertainment Group, Inc. --

- Articles of Incorporation and copy for certification; and
- A check in the amount of \$122.50 to cover the following items:  
(a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; and (c) \$52.50 for one certified copy.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Very truly yours,

*Marlis J. Spear*

Mrs. Marlis J. Spear  
Legal Assistant

RECEIVED  
95 AUG 26 AM 9:00  
DIVISION OF CORPORATIONS

/mjs

Enclosures

cc: Mr. Rupert L.A. Meghnot  
Terence F. Brennan, Esq.

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B. REGISTER AUG 27 1996

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SIMULATION ENTERTAINMENT GROUP, INC.

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Simulation Entertainment Group, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 2030 Schoharie Court, Orlando, Florida 32817-4822, and its mailing address is the same.

ARTICLE III

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 IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock, with a \$0.01 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 2030 Schoharie Court, Orlando, Florida 32817-4822. The initial registered agent of the Corporation at the registered office shall be Rupert L.A. Meghnot.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Rupert L.A. Meghnot	2030 Schoharie Court Orlando, Florida 32817-4822
Donald E. Jacobs, Jr.	2418 Huntingdale Lane Oviedo, Florida 32765

ARTICLE VIII

Incorporator

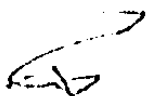
The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Rupert L.A. Meghnot	2030 Schoharie Court Orlando, Florida 32817-4822

Executed this 21 day of August, 1996.


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SEC. OF STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
Rupert L.A. Meghnot,  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
Rupert L.A. Meghnot,  
Registered Agent

Date: 8/21/96