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ARTHUR D. DECKELMAN, P.A. & ASSOCIATES

Attorneys At Law

36370 U.S. HWY. 19 NO.
PALM HARBOR, FL 34684
(813) 784-4773
(813) 787-2005 FAX

Arthur D. Deckelman
FL, NY, CA
Thomas A. Sandberg
FL, NY
Andrew L. Stinebaugh
FL

September 17, 1996

SECRETARY OF STATE
Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700001955197
-09/24/96--01148--003
***122.50 ***122.50

Re: VOCATION, INC.
Our File Number: 5-153-D

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, VOCATION, INC.

Also enclosed is a check in the amount of \$122.50 to cover the various fees. If you find that everything is in order, please return a certified copy of the articles to this office.

Thank you for your attention to this matter.

Very truly yours,

ARTHUR D. DECKELMAN, P.A.
& ASSOCIATES

Dawn Geibel

Dawn A. Geibel
Legal Assistant to
Arthur D. Deckelman, Esquire

FILED
96 SEP 24 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Mr. Deckelman is
aware of P15373, but
wants to go ahead with
this filing for Gloria in
his office. BR 9/26/96*

/dg

Enclosures

ARTICLES OF INCORPORATION

OF

VOCATION, INC.

FILED

96 SEP 24 AM 10:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I. NAME

The name of the corporation ("Corporation") shall be:

VOCATION, INC.

The street address of the principal office of the Corporation shall be 36370 U.S. Highway 19 North, Palm Harbor, Florida 34684, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 500, all of which shall be Common Shares, having \$0.50 par value per share. All common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. REGISTERED AGENT

The initial street address of the Corporation's registered office is 36370 U.S. Highway 19 North, Palm Harbor, Florida 34684.

The initial registered agent for the Corporation at that address is ARTHUR D. DECKELMAN.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

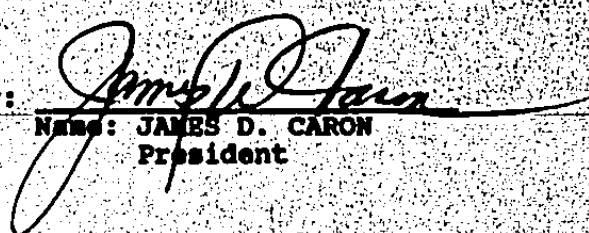
Name	Address
NEW FOCUS FILMS, INC., a Florida Corporation	36370 U.S. Highway 19 North Palm Harbor, FL 34684

ARTICLE VII. INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 13th day of September, 1996.

NEW FOCUS FILMS, INC.,
a Florida Corporation

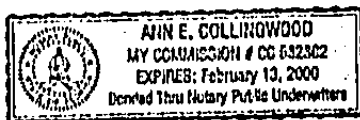
By: 

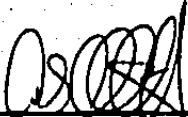
Name: JAMES D. CARON
President

STATE OF FLORIDA)
 ORANGE) SS
COUNTY OF ~~PINELLAS~~)

BEFORE ME, personally appeared JAMES D. CARON, to me known,
who after being duly sworn, acknowledges that he has read the
foregoing ARTICLES OF INCORPORATION, and as President of NEW FOCUS
FILMS, INC., that he subscribed to these ARTICLES OF INCORPORATION
on the 13TH day of September, 1996.

[SEAL]





Notary Public
Name: ANN E. COLLINGWOOD
My Commission Expires: 2-13-2000

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, VOCATION, INC., desiring to organize under the laws of the State of Florida, with its principal office at 36370 U.S. Highway 19 North, Palm Harbor, Florida 34684, County of Pinellas, State of Florida, wishes ARTHUR D. DECKELMAN, as its agent, to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office, and state that I am familiar with and accept the obligations of that position pursuant to Florida Statutes 607.0501(3).


ARTHUR D. DECKELMAN

STATE OF FLORIDA :
: SS
COUNTY OF PINELLAS :

BEFORE ME, the undersigned officer, personally appeared ARTHUR D. DECKELMAN, known to me to be the person whose name is subscribed to the instrument within and acknowledged that he executed same for the purposes contained therein.

WITNESS my hand and official seal in the County and State named
above this 18 day of August, 1996.
September



DAWN A GIESEL
My Commission 00418677
Expires Oct. 25, 1998
Bonded by HAI
900-488-1288

Dawn A. Giesel
Notary Public
My commission expires:

FILED
96 SEP 24 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA