

ROBINSON & ASSOCIATES

SUITE A
1405 W. FAIRBANKS AVE.
WINTER PARK, FL 32789

P96000083236

OFFICE (407) 645-5950
FAX (407) 645-5451

September 30, 1996

Department of State
Corporate Records Division
P. O. Box 6327
Tallahassee, FL 32314

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-10/10/96--01069--006
****122.50 ****122.50

Dear Department of State:

Enclosed please find two original copies of the Articles of Incorporation for E. J. Orr Concrete, Inc., and for Verge Entertainment Group, Inc., along with checks payable to State of Florida Department of Corporations in the amount of \$122.50 each, for filing fees. Please file the enclosed articles, and mail the certified copy to:

Gloria J. Robinson
Robinson & Associates, P. A.
1405 W. Fairbanks Avenue, Suite A
Winter Park, FL 32789

EFFECTIVE DATE

10-1-96

If you have any questions or need further instructions, please give me a call at (407) 645-5950.

Sincerely,

Gloria J. Robinson

Gloria J. Robinson, President

ROBINSON & ASSOCIATES, P. A.

*Dmc
10/8/96*

Enclosures.

FILED
96 OCT -7 PM 3:34
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACCOUNTING & BUSINESS CONSULTANTS

**ARTICLES OF INCORPORATION
OF
VERGE ENTERTAINMENT GROUP, INC.**

FILED

96 OCT -7 PM 3:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

10-1-96

ARTICLE I. NAME: The name of the corporation is Verge Entertainment Group, Inc.

ARTICLE II. PURPOSE: This corporation is organized for the purpose of the transaction of any lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida.

ARTICLE III. EFFECTIVE DATE: The effective date of this Corporation is October 1, 1996.

ARTICLE IV. DURATION: The corporation is to exist perpetually.

ARTICLE V. CAPITAL STOCKS: This corporation is authorized to issue ONE THOUSAND (1,000) SHARES of the common stock of a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE VI. PRINCIPAL PLACE OF BUSINESS OF CORPORATION: The street address of the principal place of business is 6812 Moorhen Circle, Orlando, Florida 32810.

ARTICLE VII. MAILING ADDRESS OF CORPORATION: The mailing address of the corporation is P.O. Box 680626, Orlando, Florida 32810.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the registered agent are as follows:

GLORIA J. ROBINSON
1405 West Fairbanks Avenue, Suite A
Winter Park, FL 32789

ARTICLE IX. INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) director initially. The number of directors may either be increased or decreased from time to time by an amendment of the by-laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Karcem R. Mills
6812 Moorhen Circle
Orlando, Florida 32810

Robert Green
6812 Moorhen Circle
Orlando, Florida 32810

ARTICLE X. INCORPORATORS: The name and address of the incorporator signing these Articles of Incorporation are:

GLORIA J. ROBINSON
1405 West Fairbanks Avenue, Suite A
Winter Park, Florida 32789

ARTICLE XI. AMENDMENTS: This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

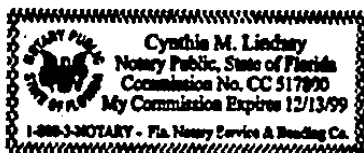
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 30th day of September, 1996.

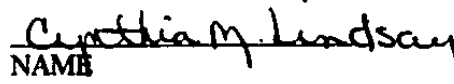

GLORIA J. ROBINSON

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME the undersigned authority, personally appeared GLORIA J. ROBINSON who acknowledged before me that she executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 30th day of September, 1996.




NAME
Notary Public, State of Florida

FILED

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT 96 OCT -7 P11 31 34

Having been named as Registered Agent to accept service of process of Verge
Entertainment Group, Inc., I hereby accept and agree to act in this capacity.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA


GLORIA J. ROBINSON