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AN AFFILIATION OF PROFESSIONAL CORPORATIONS
ATTORNEYS AT LAW

255 SOUTH ORANGE AVENUE
SIXTH FLOOR
POST OFFICE BOX 1511
ORLANDO, FLORIDA 32802

407-425-7831
FAX 407-422-7425

September 24, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

RE: Articles of Incorporation

Gentlemen:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for MILLIONAIRES-AT-HOME SHOW, INC., together with our check in the amount of \$122.50 to cover the filing fee, the certified copy charge, designation of registered agent, and charter tax.

I have enclosed an additional copy of the Articles of Incorporation which I would appreciate your certifying and returning to me at the above address.

Should you have any questions or need anything else, please call me at extension 1-1114 so that filing of the enclosed will not be delayed.

Cordially,

PINO & DICKS

By: 

Patricia T. Wilson
Paralegal

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Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MILLIONAIRES-AT-HOME SHOW, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be MILLIONAIRES-AT-HOME SHOW, INC.

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 255 South Orange Avenue, Sixth Floor, Orlando, Florida 32801, and the name of the initial Registered Agent for the corporation at that address is Laurence J. Pino, Esquire.

ARTICLE V TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director,

stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

LAURENCE J. PINO
255 South Orange Avenue, Sixth Floor
Orlando, Florida 32801

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is:

LAURENCE J. PINO
255 South Orange Avenue, Sixth Floor
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 24th day of September, 1996.

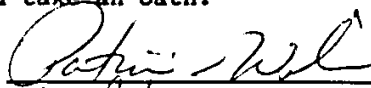
Incorporator:

LAURENCE J. PINO

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of September, 1996, by LAURENCE J. PINO, who is personally known to me and did take an oath.

PATRICIA T. WILSON
Notary Public, State of Florida
My Comm. Expires Sept. 6, 1998
Comm. No. CC405209


Print: Patricia T. Wilson
Notary Public, State of Florida

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida.

MILLIONAIRES-AT-HOME SHOW, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 255 South Orange Avenue, Sixth Floor, Orlando, Florida 32801, has named LAURENCE J. PINO, ESQUIRE, whose address is 255 South Orange Avenue, Sixth Floor, P. O. Box 1511, Orlando, Florida 32802, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

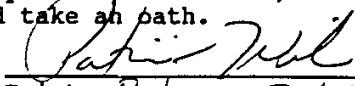
Registered Agent:


LAURENCE J. PINO

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of September, 1996, by LAURENCE J. PINO, who is personally known to me and did take an oath.

PATRICIA T. WILSON
Notary Public, State of Florida
My Comm. Expires Sept. 6, 1998
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Print: Patricia T. Wilson
Notary Public, State of Florida

FILED
96 OCT -7 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA