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10/10/96

EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TRUEVISION ENTERPTAINMENT, INC.

AUDIT NUMBER.....H96000014297

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 5

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TALLAHASSEE, FLORIDA

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EMPIRE CORPORATE KIT

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 10, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: TRUEVISION ENTERTAINMENT, INC.
REF: W96000021535

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

THE PERSON SIGNING AS REGISTERED AGENT MUST SIGN ON BEHALF OF THE PA LISTED AS THE AGENT.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000014297
Letter Number: 496A00046282

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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION
OF
TRUEVISION ENTERTAINMENT, INC.

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ARTICLES I - NAME

The name of the Corporation is TRUEVISION ENTERTAINMENT, INC.

EFFECTIVE DATE
10-10-96

ARTICLE II - DURATION

The date when the Corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

David W. Leskar, Esq.
Shepard, Leskar & Levine, P.A.
409 S.E. 7th Street
Fort Lauderdale, FL 33301
(305) 467-8660
Florida Bar No. 343064

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of \$1.00 Par Value Common stock.

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ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 409 S.E. 7th Street, Ft. Lauderdale, Florida 33301, and the name of the initial Registered Agent of this Corporation is Shepard, Lesker & Levine, P.A.

ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of Two (2) Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1). The name and address of the initial Board of Directors of this Corporation is:

James Joseph Walker
2090 S.W. 71st Terrace
Apartment G-3
Davie, Florida 33317

Robert S. Goldner
409 Southeast 7th Street
Fort Lauderdale, Florida 33301

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ARTICLE VIII - CORPORATE ADDRESS

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The initial address of the corporation shall be 2090 S.W. 71st Terrace, G-3, Davie, Florida 33317.

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these Articles of Incorporation is:

James Joseph Walker
2090 S.W. 71st Terrace
Apt. G-3
Davie, Florida 33317

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of October, 1996.

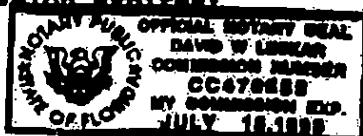

James Joseph Walker, Incorporator

STATE OF FLORIDA :
COUNTY OF BROWARD : ss:

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared James Joseph Walker, known to me to be the person who executed the foregoing Articles of Incorporation, and who produced FLORIDA DRIVER'S LICENSE as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 10th day of October, 1996.

My Commission Expires:




Notary Public State of Florida

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ACCEPTANCE OF REGISTERED AGENT

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Having been named to accept service of process for Truevision Entertainment, Inc. as designated in the Articles of Incorporation, Shepard, Leskar & Levine, P.A. agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: October 10, 1996.

[Signature]
David W. Leskar, Esq., Vice Pres.
Shepard, Leskar & Levine, P.A.

FILED
OCT 11 1996
TALLAHASSEE
FLA

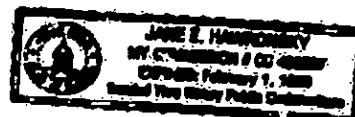
STATE OF FLORIDA :
COUNTY OF BROWARD ss:

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared David W. Leskar, Esq., Vice President of Shepard, Leskar & Levine, P.A., known to me to be the person who accepted this designation as Registered Agent of the aforesaid corporation, and who is personally known to me or has produced (PERSONALLY KNOWN) as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 10th day of October, 1996.

My Commission Expires:

[Signature]
Notary Public State of Florida



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