

PA6000096383

TRANSMITTED BY LETTER 3: 56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: MagicVision, Inc.
(Proposed corporate name - must include suffix)

400002014894--2
-11/26/96--01139--008
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$78.75
Filing Fee
& Certificate

FILED
96 NOV 25 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: S.L. McAulay

Address P.O. Box 1629

City, State & Zip Tampa, Florida 33601

Daytime Telephone number (813) 275-0300

NOTE: Please provide the original and one copy of the articles.

PH 11/26/96

**ARTICLES OF INCORPORATION
OF
MAGICVISION, INC.**

FILED

96 NOV 25 PM 3:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator), for the purpose of forming a corporation under the Florida Business Corporation Act, here by adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MAGICVISION, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2104 Belle Chase Circle, Tampa, Florida 33634
P.O. Box 1629, Tampa, Florida 33601

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

20,000,000 shares, which shares shall be designated "Common". The corporation also has authority to issue 1,000,000 shares, which shares shall be designated "Preferred Shares". The Corporation's Board of Directors is authorized to establish one or more series of such Preferred Shares and to determine the preferences, limitations and relative rights of the Preferred Shares, subject to limitations imposed by the Florida Business Corporation Act.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

S. L. McAulay
2104 Belle Chase Circle
Tampa, Florida 33634

ARTICLE V INCORPORATOR

See instructions for officers/directors

The name and street address of the incorporator to these Articles of Incorporation is:

S. L. McAulay
2104 Belle Chase Circle
Tampa, Florida 33634

ARTICLE VI

The corporation shall have the power to indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee the corporation as a director, officer, employee, or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise, and their respective heirs, administrators, personal representative, successors and assigns. Indemnification specifically provided by the Florida Business Corporation Act shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so upon the advice of counsel.

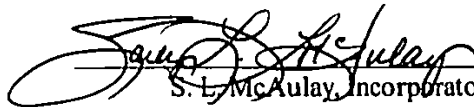
ARTICLE VII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except that this provision shall not apply to:

1. Any breach of the director's duty of loyalty to the corporation or its shareholder;
2. Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any distribution from which the director derived an improper personal benefit; or
4. Any act or omission occurring prior to the date on which these Articles of Incorporation are filed with the Florida Department of State.

The undersigned incorporator has executed these Articles of Incorporation this

15th day of November, 1996


S. L. McAulay, Incorporator

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

96 NOV 25 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

MAGICVISION, INC.

2. The name and address of the registered agent and office is:

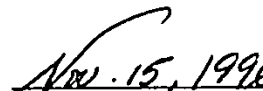
S.L. McAulay
(Name)

2104 Belle Chase Circle
(P.O. Box or Mail Drop Box **NOT** ACCEPRABLE)

Tampa, Florida, 33634
(CITY/STATE/ZIP)

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.


(SIGNATURE)


(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314