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December 17, 1996

Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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-12/20/96--01065--002
*****70.00 *****70.00

RE-. Filing Articles of Incorporation

To whom it may concern,

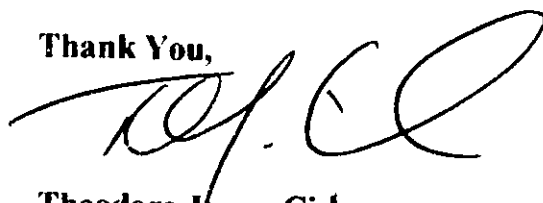
Please file the enclosed Articles of Incorporation of PLANET HOLOGRAM
PRODUCTIONS, INC.

Enclosed is a money order for the payment of fees.

Please return the undersigned a stamped copy of the Articles of Incorporation
with the charter number in the enclosed overnight self-addressed envelope.

Should you have any questions, please telephone (813) 799-1299.

Thank You,



Theodore James Ciske
330 Bailey Street
Safety Harbor, Florida 34695

DEC 23 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PLANET HOLOGRAM PRODUCTIONS, INC.

I, the undersigned, makes subscribe, acknowledge and file these Articles for the purpose of forming a corporation for profit under the laws of the State of Florida, for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name

The name of this corporation shall be PLANET HOLOGRAM PRODUCTIONS, INC.

ARTICLE II

TERM OF EXISTENCE

The corporation shall have a perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted, conducted and engaged in any activity or business permitted by the laws of the United States of America and of this State or any other state.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock at ten cents (\$.10) par value per share. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the stockholders of this corporation at any regular or special meeting.

ARTICLE V

BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of stockholders, but in no case shall the number of directors be less than one. The board of directors shall have all powers authorized by the United States of America and the State of Florida. The name and the address of the Director constituting the initial Board of Directors is:

Theodore James Ciske, 330 Bailey Street, Safety Harbor, Florida 34695.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Agent office of this corporation shall be: 330 Bailey Street, Safety Harbor, Florida 34695. The initial Registered Agent of this corporation shall be Theodore James Ciske, who upon acceptance of said designation agrees to comply with the provisions of section 48.091, Florida Statutes, as amended, with respect to keeping an office open for service of process.

ARTICLE VII

PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the rights to subscribe or purchase from the corporation any shares of its stock of any class or classes.

ARTICLES VIII

ADDRESS

The initial street address of the principal office of this corporation is:

330 Bailey Street, Safety Harbor, Florida 34695

The stockholders may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLES IX

AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be proposed and approved by a majority vote of the Stockholders at any regular or special meeting of the Stockholders.

ARTICLES X
INCORPORATION

The Name and Address of the person signing these Articles of Incorporation is:

Theodore James Ciske, 330 Bailey Street, Safety Harbor, Florida 34695

CERTIFICATE OF INCORPORATION


STATE OF FLORIDA)
)
COUNTY OF PINELLAS) ss.

I hereby acknowledge the foregoing Articles of Incorporation of **PLANET HOLOGRAM PRODUCTIONS, INC.**



Theodore James Ciske
Incorporator

The foregoing Articles of Incorporation of **PLANET HOLOGRAM PRODUCTIONS, INC.** were acknowledged before me, this 18 day of December 1996, by Theodore James Ciske as incorporator.



Notary Public

My Commission expire:

**OFFICIAL NOTARY SEAL
JOSEPH M PUGLIANO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC628918
MY COMMISSION EXP. FEB. 14, 2000**

FILED

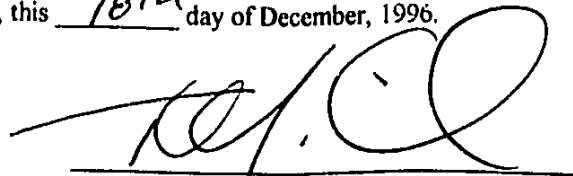
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA)
)
COUNTY OF PINELLAS) ss.

Having been named to accept service of process for **PLANET HOLOGRAM PRODUCTIONS, INC.**, at the place designated in the Articles of Incorporation, I hereby agree to act in said capacity, and agree to comply with the provision of Section 48.091, Florida Statutes, as amended, relative to keeping open such office, this 18th day of December, 1996.



Theodore James Ciske
Registered Agent

Acknowledged before me, this 18 day of December, 1996.


Notary Public

My Commission expire:

OFFICIAL NOTARY SEAL
JOSEPH M PUGLIANO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC628018
MY COMMISSION EXP. FEB. 14, 2000