

P 97 00000 1952

TRANSMITTAL LETTER

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

FILED
97 JAN -2 AM 9:42
TALLAHASSEE, FLORIDA

SUBJECT: TWO DEVICE ENTERTAINMENT Inc.

(proposed corporate name)

Enclosed please find an original and one (1) copy of articles of incorporation
for the above corporation and check in the amount of \$ 70.00

200002044462--4
-01/03/97--01082--016
*****70.00 *****70.00

FROM:

DOROTA ZAPAL
c/o COMPUTeTAX, Inc.
8800 49TH ST N STE 406-5
PINELLAS PARK FL 33782
TEL: 813-546-1381

Note: Additional copy of articles is needed only when certified copy is requested.

R. GIBSON JAN 9 1997

**ARTICLES OF INCORPORATION
OF**

TWO DEVICE ENTERTAINMENT Inc.

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

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ARTICLE I NAME

The name of the corporation shall be: TWO DEVICE ENTERTAINMENT Inc.

ARTICLE II PRINCIPAL OFFICE

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

14615 Turtle Creek Court Suite 609
L U T Z, FL.33549

ARTICLE III CAPITAL STOCK

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

100 common shares/\$ 1.00 par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

DOROTA ZAPAL
8800 49TH STREET NORTH, SUITE 400-5
PINELLAS PARK, FLORIDA 33782

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of incorporator(s) to these Articles of Incorporation is(are):


JULIA AKISHINA
14615 Turtle Creek Court Apt.609
LUTZ, FL.33549


VALERI SOUKHOPAROV
14604 Turtle Creek Court Apt.1209
LUTZ, FL.33549

BLAGA DRAGNEVA
12703 58th Street North Apt.1
TAMPA, FL.33617

The undersigned has(have) executed these Articles of Incorporation this

11th day of DECEMBER, 1996

x  President

x  V. President

x  Secretary

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

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: TWO DEVICE ENTERTAINMENT Inc.

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

DOROTA ZAPAL
8800 49TH STREET NORTH, SUITE 400-5
PINELLAS PARK, FLORIDA 33782

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SIGNATURE

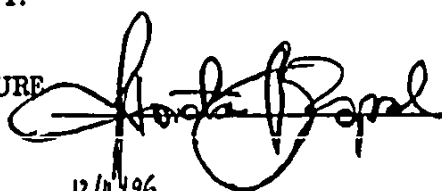


TITLE President

DATE 12/11/96

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

12/11/96

REGISTERED AGENT FILING FEE: \$35.00