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ARTICLES OF INCORPORATION

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TRITON, PICTURES IN MOTION, INC. ^{SEVENTH DISTRICT}
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator does hereby agree to incorporate a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby makes, subscribes and acknowledges and files these Articles of Incorporation as follows:

ARTICLE I
NAME OF CORPORATION

1.01 NAME. -- The name of this corporation shall be TRITON, PICTURES IN MOTION, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

2.01 POWERS. -- This corporation may engage in any activity or business permitted under F.S. 607 of the laws of the State of Florida.

ARTICLE III
STOCK

3.01 NUMBER. -- The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one class of Common Stock totalling 1000 shares and having a par value of \$1.00 per share.

ARTICLE IV
ADDRESS OF CORPORATION AND REGISTERED AGENT

6.01 PRINCIPAL OFFICE. -- The street address of the principal office of the proposed corporation in the State of Florida is 2801 N.W. 23rd Blvd., Apt. No. B15, Gainesville, FL 32605. The mailing address of the corporation is 2801 N.W. 23rd Blvd., Apt. No. B15, Gainesville, FL 32605.

6.02 RELOCATION. -- The Board of Directors may from time to time move the principal office to any other address in Florida.

6.03 REGISTERED AGENT. -- The initial registered agent of the corporation is RACHEL I. TENCH and her business office and address is , 2801 N.W. 23rd Blvd., Apt. No. B15, Gainesville, FL 32605.

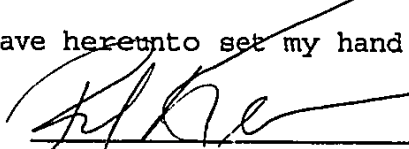
ARTICLE V
NAME AND ADDRESS OF INCORPORATOR

9.01 DESIGNATION. -- The name and street address of the incorporator of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
RACHEL I. TENCH	321 N.W. 23rd Street Gainesville, FL 32607

THE UNDERSIGNED, being the Incorporator to the Capital Stock hereinto named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true.

10 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of January, 1997.


RACHEL I. TENCH

(SEAL)

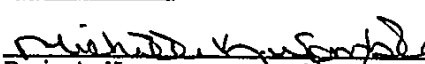
STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 10 day of January, 1997, by RACHEL I. TENCH, the Incorporator, who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed. Such person(s):

- () is/are personally known to me.
- (X) produced a current Florida Driver's license as identification.
- () produced _____ as identification.



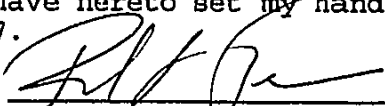
MICHELLE K. WOMBLE
MY COMMISSION # CC 488451
EXPIRES Aug. 6, 1999


Print Name: Michelle K. Womble
Notary Public, State of Florida
My Commission Expires:
Serial Number:

CERTIFICATE OF REGISTERED AGENT

I HEREBY accept designation of registered agent for
TRITON, PICTURES IN MOTION, INC., and hereby agree to fulfill
the obligations thereof.

IN WITNESS WHEREOF, I have hereto set my hand and seal
this 10 day of January, 1997.


RACHEL I. TENCH

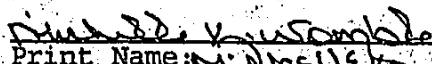
STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 10
day of January, 1997, by RACHEL I. TENCH, Registered Agent, who
executed the foregoing Certificate of Registered Agent, and she
acknowledged before me that she executed the same for the
purposes therein expressed. Such person(s):

- () is/are personally known to me.
- (X) produced a current Florida Driver's license as
identification.
- () produced _____ as identification.



MICHELLE K. WOMBLE
MY COMMISSION # CC 400451
EXPIRES Aug. 6, 1999


Print Name: Michelle K. Womble
Notary Public, State of Florida
My Commission Expires:
Serial Number:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA