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February 6, 1997
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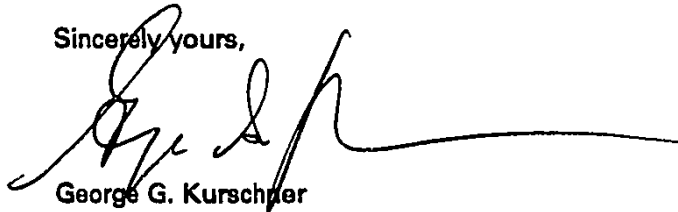
Dept. of State
P.O. Box 6227
Tallahassee, FL 32310

Attn: Division of Corporations

Sirs:

Enclosed, you will find a executed corporate charter and my check for \$ 70.00. Please file it and return the date stamped copies. If there are any questions, please call me.

Sincerely yours,



George G. Kurschner

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enci.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION
FOR
PRINCE MEDIA DEVELOPMENT GROUP, INC.**

FILED
97 FEB 10 PM 12:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be **PRINCE MEDIA DEVELOPMENT GROUP, INC.**

ARTICLE II

CORPORATE EXISTENCE

The existence of the corporation shall be perpetual, unless sooner dissolved by the stockholders.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes of this corporation are those of carrying on any lawful business permitted to a corporation for profit under Chapter 607 of the Florida Statutes, and any other rights and powers vested in corporations for profit under the Florida Statutes, or as may be granted under any amendments thereto at any time thereafter.

ARTICLE IV

CAPITAL STOCK

The maximum numbers of shares that the corporation is authorized to have outstanding at any one time is **TEN THOUSAND (10,000)** shares of common stock, all of which shall be with no par value.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal office of business and corporate address of said corporation shall be:

17741 Briarpatch Trail, Boca Raton, FL 33487.

ARTICLE VI

REGISTERED AGENT

The name and address of the registered agent shall be:

Heather J. Bettner, 17741 Briarpatch Trail, Boca Raton, FL 33487.

ARTICLE VII

DIRECTORS

The initial board of Directors of the corporation shall be:

Heather J. Bettner, 17741 Briarpatch Trail, Boca Raton, FL 33487.

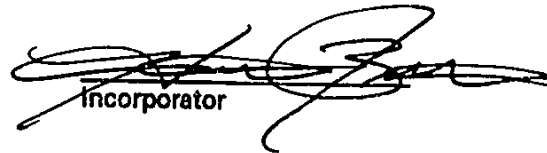
ARTICLE VIII

INCORPORATOR

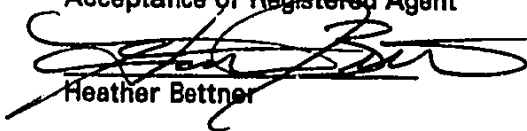
The name and mailing address of the incorporator is as follows:

Heather J. Bettner, 17741 Briarpatch Trail, Boca Raton, FL 33487.

In witness whereof, the undersigned has subscribed her name on this the 30th day of January, 1997.


Incorporator

Acceptance of Registered Agent


Heather Bettner

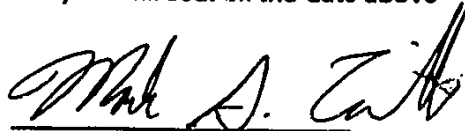
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that on this the ___th day of January, 1997, personally appeared before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, Heather J. Bettner, to me well known and who identified herself by Drives Licenses acknowledged to me that she executed the foregoing Articles of Incorporation of her free will and for the purposes therein set forth.

In witness whereof, I have set my hand and affixed my official seal on the date above written.



Notary Public
State of Florida at Large

my commission expires



MARK G CARUSILLO
My Commission CC580989
Expires Jun. 12, 2000