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ACCOUNT NO. : 072100000032

REFERENCE : 404507 5011226

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 122.50

ORDER DATE : May 27, 1997

ORDER TIME : 9:51 AM

ORDER NO. : 404507-005

CUSTOMER NO: 5011226

700002191027--1

CUSTOMER: Melissa L. Wilson, Legal Asst
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: THE REEL-TO-REEL PICTURE
SHOW, INC.

EFFECTIVE DATE: _

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tina M. Bartlett

EXAMINER'S INITIALS: _____

Lp

MAY 27 1997

**ARTICLES OF INCORPORATION
OF
THE REEL-TO-REEL PICTURE SHOW, INC.**

97 MAR 27 11:11 AM
CLERK OF COURT
ORLANTA

ARTICLE I - NAME

The name of this corporation is THE REEL-TO-REEL PICTURE SHOW, INC. The mailing address of the corporation shall be 2616 Teeside Court, Kissimmee, Florida 34746.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 E. Pine Street, Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Byrd F. Marshall, Jr.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws but shall never be less than one (1).

B. The name and address of the initial director of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Alexander Cherry	2616 Teeside Court Kissimmee, Florida 34746

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Byrd F. Marshall, Jr.	201 E. Pine St., Suite 1200 Orlando, Florida 32801


ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 23rd day of May, 1997.


Byrd F. Marshall, Jr.
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of THE
REEL-TO-REEL PICTURE SHOW, INC., I hereby accept and agree to act in this capacity.


Byrd F. Marshall, Jr.

mlwreefarticles.inc

WALLINGBORO, CONNECTICUT
MAY 27 1997
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