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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 466027 7132825

AUTHORIZATION :

Patricia Pyjuts

COST LIMIT : \$ 70.00

ORDER DATE : July 17, 1997

ORDER TIME : 12:01 PM

800002244048--3

ORDER NO. : 466027-005

CUSTOMER NO: 7132825

CUSTOMER: Mr. Michael Lambert
NITE LITE STUDIOS

1911 West Copans Road

Pompano Beach, FL 33064

DIVISION OF CORPORATION

97 JUL 22 PM 1:20

RECEIVED

DOMESTIC FILING

NAME: DESTINY INTERACTIVE
ENTERTAINMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

SECRET
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESTINY INTERACTIVE ENTERTAINMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DESTINY INTERACTIVE ENTERTAINMENT, INC.

The address of the principal office of this corporation shall be 1911 West Copans Road, Pompano Beach, Florida 33064, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1911 West Copans Road, Pompano Beach, Florida 33064, and the name of the initial registered agent of the corporation at that address is Michael Lambert.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Michael Lambert

1911 West Copans Road,
Pompano Beach, FL 33064

Jennifer Capri

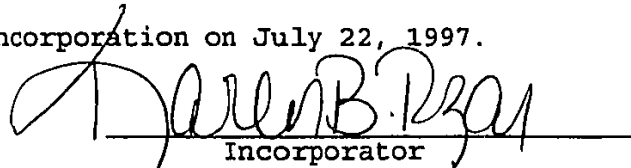
2898 University Drive,
Coral Springs, FL 33065

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these
Articles of Incorporation on July 22, 1997.



Incorporator
Its Agent, Karen B. Rozar

DBC/ANDREW CUMPER

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Michael Lambert, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

DESTINY INTERACTIVE ENTERTAINMENT, INC.

Michael Lambert is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Michael Lambert

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TALLAHASSEE, FLORIDA
STATE