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Law Offices of
RICHARD SPICE WHEELER, ESQ.

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August 4, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-08/05/97--01061--006
****122.50 ****122.50

RE: Fláva Entertainment, Inc.

Dear Sir or Madam:

Enclosed for filing is the original Articles of Incorporation of Fláva Entertainment, Inc., including a separate certificate designating the registered agent for the corporation and that registered agent's acceptance of such designation. Also enclosed is a check for \$122.50 to cover the filing fees and a certified copy of the Articles as filed.

Please make August 1, 1997, the effective date of the incorporation of Fláva Entertainment, Inc.

If you have any questions regarding this matter, please do not hesitate to call.

Very truly yours,

Richard Spice Wheeler

Richard Spice Wheeler

EFFECTIVE DATE

8-1-97

RSW:ld
STAT0804.LTR
enclosures

Dme
8/6/97

97 AUG -5 PM 4: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**Articles of Incorporation
of
Fláva Entertainment, Inc.**

FILED
97 AUG -5 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is Fláva Entertainment, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II
DURATION OF EXISTENCE**

EFFECTIVE DATE
8-1-97

The Corporation shall have perpetual existence commencing on August 1, 1997, the effective date of the filing these Articles with the Department of State.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists or may hereafter be amended.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS; INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal place of business of the Corporation is 4651 36th Street, Suite 600, Orlando, Florida 32811. The initial registered office of the Corporation is One North Rosalind Avenue, Suite 201, Orlando, Florida 32801, and the name of the initial registered agent of the Corporation at that address is Richard Spice Wheeler.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The Corporation shall have an initial Board of Directors consisting of one (1) Directors, namely, the undersigned incorporator. The number of Directors may be either increased or decreased from time to time by the by-laws. However, there shall never be less than one (1) Director nor more than five (5) Directors. The name and address of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Richard Spice Wheeler, Esq.	One North Rosalind Avenue, Suite 201 Orlando, Florida 32801

**ARTICLE VIII
INCORPORATORS**

The name and address of the Incorporator signing these Articles is Richard Spice Wheeler, whose address is One North Rosalind Avenue, Suite 201, Orlando, Florida 32801.

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee (or any former officer, director or employee) of the Corporation to the fullest extent permitted by law.

**ARTICLE X
AMENDMENT**

The Corporation reserves the right to amend or repeal any provision of these Articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 4th day of August, 1997.



Richard Spice Wheeler, as Incorporator


STATE OF FLORIDA)
) SS.:
COUNTY OF ORANGE)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD SPICE WHEELER who is

- personally known by me, or
- produced the following identification

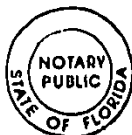
and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and official seal in the State and County above, this 4th day of August, 1997.



Barbara Cowden
Notary Public

[SEAL]



BARBARA A. COWDEN
My Comm Exp. 11/18/97
Bonded By Service Ins
No CC331313
 Personally Known Other I.O.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

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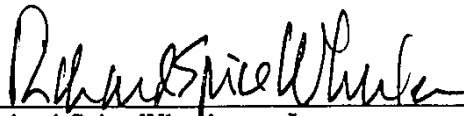
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following

submitted;

Fláva Entertainment, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 4651 36th Street, Suite 600, Orlando, Florida 32811, has named RICHARD SPICE WHEELER located at One North Rosalind Avenue, Suite 201, Orlando, Florida 32801, as its agent to accept service of process within the State of Florida.

Dated this 4th day of August, 1997.



Richard Spice Wheeler, as Incorporator

Having been named the agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Richard Spice Wheeler, as Registered Agent