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TRANSMITTAL LETTER FILED

97 SEP -3 AM 9:33

September 3rd, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

400002283574--4
-09/03/97--01004--019
*****70.00 *****70.00

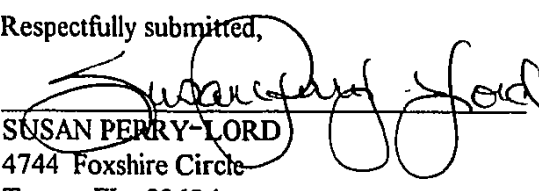
SUBJECT: BORDERLINE ENTERTAINMENT, INC.

Dear Ms., or Sir:

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-09/03/97--01004--020
*****52.50 *****52.50

Please find enclosed an original and one (01) copy of the articles of incorporation and a check in the amount of \$70.00 made payable to Department of State-Div. of Corp. for the filing of the above referenced and enclosed documents. Thank you.

Respectfully submitted,


SUSAN PERRY-LORD
4744 Foxshire Circle
Tampa, FL. 33624
(813) 626-3579

WALK IN • WILL WAIT

WALK IN • WILL WAIT

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SEP 3 1997

ARTICLES OF INCORPORATION
OF
BORDERLINE ENTERTAINMENT, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation is: BORDERLINE ENTERTAINMENT, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business address of this corporation shall be: 3603 W. Waters Avenue, Tampa, Hillsborough County, Florida 33614. The principal mailing address of this corporation shall be: Post Office Box 270815, Tampa, Florida 33688-270815.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: A. 100,000 shares of common stock, no par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Susan Perry-Lord
4744 Foxshire Circle
Tampa, Florida 33624

ARTICLE V INCORPORATORS

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

1. Susan Perry-Lord, (Pres.), 4744 Foxshire Circle, Tampa, FL. 33624
2. Susan Perry-Lord, (VP/Sec/Treas.), 4744 Foxshire Circle, Tampa, FL. 33624

ARTICLE VI INDEMNIFICATION

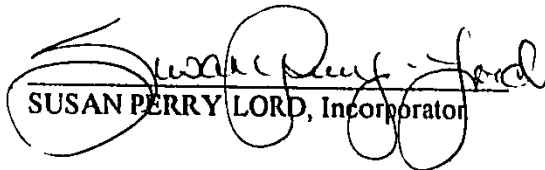
The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII LIABILITY

To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Florida Business Corporation Act is amended to further limit or eliminate liability of a director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

The undersigned incorporator has executed these Articles of Incorporation this 3RD day of September, 1997.

In Witness Whereof, I have signed my name this date.


SUSAN PERRY LORD, Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BORDERLINE ENTERPRISES, INC.
2. The name and address of the registered agent and office is:

SUSAN PERRY LORD
4744 Foxshire Circle
Tampa, Florida 33624

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signed this 3RD day of September, 1997.

SIGNATURE:


SUSAN PERRY-LORD

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TALLAHASSEE, FLORIDA

Remitted to: Dept. of State, Division of Corporations, P.O. Box 6327, Tallahassee, FL. 32314