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MIAMI, FLORIDA 33131

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PAUL J. SCHWIEP
RONALD P. WEIL

December 15, 1997

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Secretary of State
Bureau of Corporate Records
409 East Gaines
Tallahassee, Florida 32399

Re: Interactive Entertainment & Animation Corporation


Dear Sir or Madam:

Enclosed please find the following:

1. An original and one copy of the Articles of Incorporation for Interactive Entertainment & Animation Corporation.
2. A check in the amount of \$122.50 representing incorporation fee.

Should you have any questions, please feel free to contact me.

Very truly yours,



Daniel Blonsky

Enclosures
DB/eco

FILED
97 DEC 17 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/19/97

ARTICLES OF INCORPORATION

OF

INTERACTIVE ENTERTAINMENT & ANIMATION CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be INTERACTIVE ENTERTAINMENT & ANIMATION CORPORATION and the initial address of this corporation shall be: 3560 Paddock Road, Weston, Florida 33331.

ARTICLE II

This corporation may engage in any business or activity as permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized and the characteristics of such stock shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Class of Stock</u> | <u>Par Value Per Share</u> |
|--|---------------------------|--------------------------------|
| 10,000 | Common | \$1 |

The consideration for all of the said stock shall be payable in cash, promissory notes, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence effective as of the filing of these Articles of Incorporation with the office of the Florida Secretary of State and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be: In care of Aragon, Burlington, Weil & Crockett, P.A., 2699 South Bayshore Drive, Penthouse, Miami, Florida 33133, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Daniel F. Blonsky.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first director of the corporation, who shall hold office for the first year or until his successors are duly elected and qualified shall be:

Richard Young
3560 Paddock Road
Weston, Florida 33331

ARTICLE VIII

The name and address of the Incorporator is Richard Young, 3560 Paddock Road, Weston, Florida 33331.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily

or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

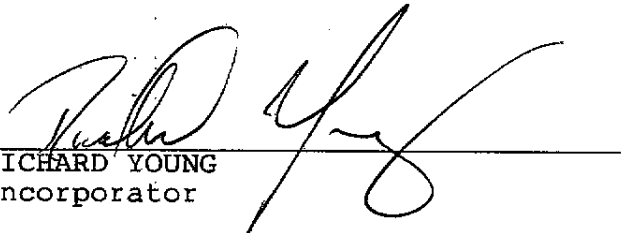
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 13th day of December 1997.

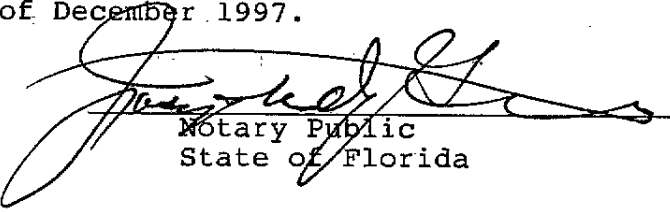


RICHARD YOUNG
Incorporator

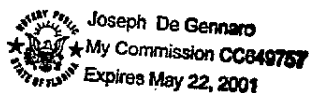
STATE OF FLORIDA)
)
COUNTY OF BROWARD) ss.

BEFORE ME, the undersigned authority, personally appeared
Richard Young, who provided n/a as identification
and who executed the foregoing Articles of Incorporation, who,
after being duly sworn under oath, acknowledged before me that he
executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County
aforesaid, this 13 day of December 1997.


Notary Public
State of Florida

My Commission Expires:

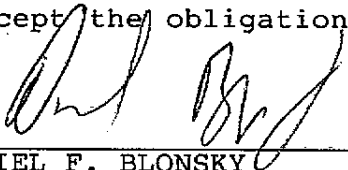


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is
submitted:

First, that INTERACTIVE ENTERTAINMENT & ANIMATION CORPORATION,
desiring to organize under the laws of the State of Florida, has
named Daniel F. Blonsky, 2699 South Bayshore Drive, Penthouse,
Miami, Florida 33133, County of Dade, State of Florida, as its
statutory Registered Agent.

Having been named the statutory Registered Agent of the above
corporation at the place designated in this certificate, I hereby
accept the same and agree to act in this capacity, and agree to
comply with the provisions of Florida law relative to keeping the
registered office open, and I accept the obligations of Section
607.0505 F.S.



DANIEL F. BLONSKY
Registered Agent

DATED this 15th day of December 1997.

FILED
97 DEC 17 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA