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SPOTLITE COMMUNICATIONS, INC.
2653 S.W. 23RD STREET
MIAMI, FLORIDA 33145

December 26, 1997


Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

Ladies and Gentlemen:

Enclosed, please find the Articles of Incorporation for Spotlite Multimedia, Inc., and a check for \$122.50 to cover filing fees and a returned certified copy. Please return the certified copy to the address above.

Sincerely,


Christopher M. Nelson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/31/97

**ARTICLES OF INCORPORATION OF
SPOTLITE MULTIMEDIA, INC.
A Florida Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0201 of the Florida Business Corporation Act, the Articles of Incorporation of Spotlite Multimedia, Inc., a Florida corporation, are as follows:

**ARTICLE I
NAME**

The name of the corporation is Spotlite Multimedia, Inc. (the "Corporation").

**ARTICLE II
MAILING ADDRESS**

The mailing address of the Corporation is 2653 S.W. 23rd Street, Miami, Florida 33145, Attn: Christopher M. Nelson.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Hundred (100) shares of common stock, par value \$.01 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 2653 S.W. 23rd Street, Miami, Florida 33145. The name of the Corporation's registered agent at that office is Christopher M. Nelson.

**ARTICLE V
INDEMNIFICATION**

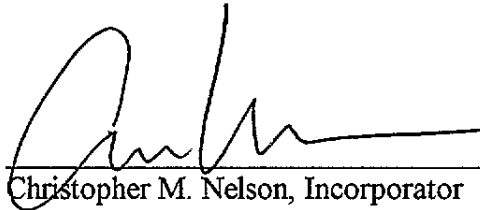
The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

**ARTICLE VI
INCORPORATOR**

The name and address of the Corporation's incorporator is Christopher M. Nelson, 2653 S.W. 23rd Street, Miami, Florida 33145.

The foregoing Articles of Incorporation of the Corporation was approved by the Corporation's incorporator in accordance with the Florida Business Corporation Act on December 26, 1997.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has executed these Articles of Incorporation this 26th day of December, 1997.



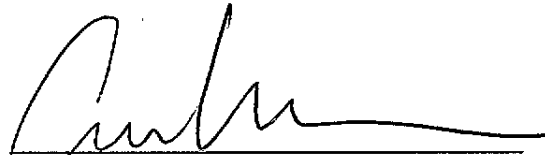
Christopher M. Nelson, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of Spotlite Multimedia, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 26th day of December, 1997.



Christopher M. Nelson

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