



ACCOUNT NO. : 072100000032

REFERENCE : 702661 81599A

AUTHORIZATION :

Patricia Pzyth

COST LIMIT : \$ 122.50

ORDER DATE : February 11, 1998

ORDER TIME : 1:13 PM

ORDER NO. : 702661-005

400002427974--3

CUSTOMER NO: 81599A

CUSTOMER: Marc P. Ossinsky, Esq
MARC P. OSSINSKY, P.A.

210 North Wymore Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: PROJAX ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

2544.

W98-3120

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 11 PM 1:45

DIVISION OF CORPORATION
PM 2:02

RECEIVED
98 FEB 11 PM 2:02
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 11 PM 1:45

February 11, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PROJAX ENTERPRISES, INC.
Ref. Number: W98000003120

RESUBMIT

Please give original
submission date as file date.

We have received your document for PROJAX ENTERPRISES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 398A00007984

RECEIVED

98 FEB 13 PM 12:23

300002430173--8

Projax Entertainment

EFFECTIVE DATE

02/10/98

ARTICLES OF INCORPORATION

OF

PROJAX ENTERTAINMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 11 PM 1:45

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

PROJAX ENTERTAINMENT, INC.
1903 E. Jefferson St., Orlando, FL 32803

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 210 N. Wymore Rd., Winter Park, FL 32789, and the name of its initial Registered Agent at that address is Marc P. Ossinsky.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Name

Address

Doug K. Jack

1903 E. Jefferson St., Orlando, FL 32803

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Doug K. Jack, 1903 E. Jefferson St., Orlando, FL 32803

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 11. Commencement of Corporate Existence. In accordance with Fla.Stat. §607.0203, the date when corporate existence shall commence is February 10, 1998.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 10 day of February, 1998.



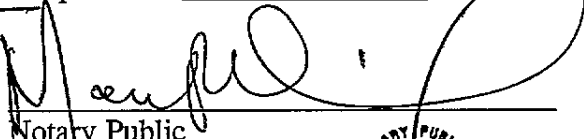
Doug K. Jack, Incorporator

STATE OF FLORIDA)

ss.

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 10 day of February, 1998 by Doug K. Jack, Incorporator of PROJAX ENTERTAINMENT, INC., a corporation, on behalf of the corporation, who is personally known or produced _____ as identification.


Notary Public

My Commission expires:




Marc P. Ossinsky
My Commission CC598511
Expires December 27, 2001

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

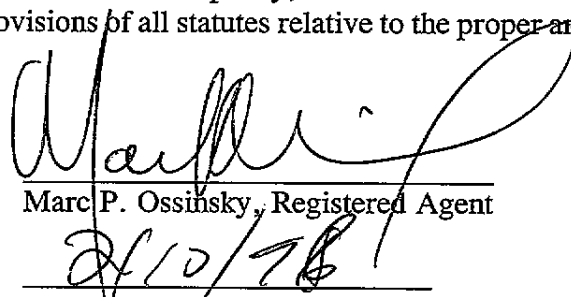
PROJAX ENTERTAINMENT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 210 N. Wymore Rd., Winter Park, FL 32789 has named Marc P. Ossinsky located at 210 N. Wymore Rd., Winter Park, FL 32789 as its agent to accept service of process within Florida.



Doug K. Jack
Incorporator
Title

2/10/98
Date

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



Marc P. Ossinsky, Registered Agent

2/10/98
Date