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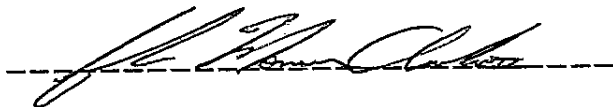
TRANSMITTAL LETTER

March 11, 1998

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

Subject: Exodus Entertainment, Inc.

I am enclosing the original Articles of Incorporation for the above corporation and a check in the amount of \$70.00, (Seventy Dollars).



John Monroe Clark III
1521 Alton Rd. Suite 186
Miami Beach, FL 33139
(305) 534-4428

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 AM 10:45

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ARTICLES OF INCORPORATION
OF
EXODUS ENTERTAINMENT, INC.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR 13 AM 10:45

ARTICLE I NAME

The name of the corporation shall be:

Exodus Entertainment, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1521 Alton Rd.
Suite 186
Miami Beach, FL 33139

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**John Monroe Clark III
1521 Alton Rd. Suite 186
Miami Beach, FL 33139**

ARTICLE V INCORPORATOR

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

**John Monroe Clark III
1521 Alton Rd. Suite 186
Miami Beach, FL 33139**

The undersigned as executed these Articles of Incorporation
this 11 day of March 1998.


John Monroe Clark III, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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:

Exodus Entertainment, Inc.

2. The name and address of the registered agent and office is:

**John Monroe Clark III
1521 Alton Rd. Suite 186
Miami Beach, FL 33139**

Signature: _____

Title: _____

Date: _____

[Handwritten Signature]

President

3/11/98

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 AM 10:45

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 AS 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.

Signature: _____

Date: _____

[Handwritten Signature]
3/11/98