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Kler H. Do-Miller, Accountant
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

98 APR -9 AM 10:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE OF INCORPORATION
OF
EIGHTH DIMENSION ENTERTAINMENT, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FILED
98 APR -9 AM 10:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE I

NAME

The name of this corporation is EIGHTH DIMENSION ENTERTAINMENT, INC.

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation is 227 N. MAGNOLIA AVENUE, SUITE 205 ORLANDO, FLORIDA 32801.

ARTICLE III

SHARES

The number of shares the corporation is authorized to issue is 50,000 shares par value 10 cents.

ARTICLE IV

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasurer of this corporation, in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, in inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and office of this corporation is Gerard L. Mitchell, 227 Magnolia Avenue, Suite 205, Orlando, Florida 32801.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

Gerard L. Mitchell	524 E. Church Street, #1 Orlando, FL 32801
Michael D. Donaldson	524 E. Church Street, #1 Orlando, FL 32801
David Cassetta	364 Cello Drive Winter Springs, FL 32759
William J. Curtis	12 E. Harvard St., #B Orlando, FL 32803
Greg Lentz	2114 Donegan Place Orlando, FL 32803

ARTICLE VII

INCORPORATOR


The name and address of the incorporator is Gerard L. Mitchell, 227 Magnolia Avenue, Suite 205, Orlando, Florida 32801.

ARTICLE VIII

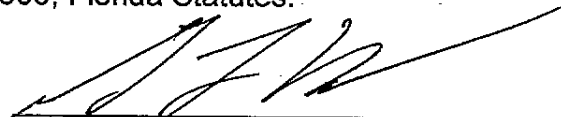
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IN WITNESS WHEREOF, by the undersigned Incorporator has executed these Articles of Incorporation this 5th day of April, 1998.


Incorporator

Having been named as Registered Agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of S.S. 607.0505, Florida Statutes.


Registered Agent

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