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May 15, 1998

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

RE: Articles of Incorporation for JACHI Entertainment & Publishing, Inc.

To Whom It Concerns:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is my check number 5344 in the amount of $122.50 for the filing fee of said corporation. Please file the original in accordance with your usual procedures and furnish me with a certified copy of the Articles of Incorporation.

If I can provide you with any additional information, or if you should have any questions concerning the foregoing, then please do not hesitate to contact me.

Very truly yours,

/s/ Chris Cathcart /grw

Christopher C. Cathcart

FILED
98 MAY 18 AM 11:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures

5/20/98

ARTICLES OF INCORPORATION

OF

JACHI ENTERTAINMENT & PUBLISHING COMPANY, INC.

FILED
98 MAY 18 AM 11:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE.

The name of this corporation is JACHI Entertainment & Publishing Company, Inc., and its principal office is located at 5850 T.G. Lee Boulevard, Suite 517, Orlando, Florida 32822.

ARTICLE II. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One Dollar ($1.00) per share. The shareholders of common stock shall have pre-emptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE IV. TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE V. ADDRESS OF INITIAL PRINCIPAL OFFICE AND NAME OF REGISTERED AGENT.

The street address of the principal office of this corporation in the State of Florida is 5850 T.G. Lee Boulevard, Suite 517, Orlando, Florida 32822. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is Christopher C. Cathcart, whose business address is 210 N. Wymore Road, Winter Park, Florida 32789.

ARTICLE VI. DIRECTORS.

This corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS.

The names and addresses of the members of the first Board of Directors are:

NAME	**ADDRESS**
Chic Te Wiel	5850 T.G. Lee Boulevard Suite 517 Orlando, FL 32822

ARTICLE VIII. INCORPORATOR.

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

NAME	**ADDRESS**
Christopher C. Cathcart	210 N. Wymore Road Winter Park, FL 32789

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

DATED the ____ day of May, 1998.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

Signature of Incorporator

Chris Cathcart

CHRISTOPHER C. CATHCART

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared CHRISTOPHER C. CATHCART, to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that she executed the same for the uses and purposes therein expressed. That he is personally known to me or produced ________________ as identification.

WITNESS my hand and official seal in the State and County named above this 15th day of May, 1998.

Melissa A. Vander Weide

Melissa A Vander Weide
My Commission CC630449
Expires April 07, 2001

Notary Public
Print Name:________________
Commission No.:________________
My Commission Expires:________________

..issa A Vander Weide
..y Commission CC630449
Expires April 07, 2001

ACCEPTANCE BY REGISTERED AGENT

CHRISTOPHER C. CATHCART, having been named as the Registered Agent in the foregoing Articles of Incorporation of JACHI Entertainment & Publishing Company, Inc. to accept service of process for the corporation at 210 N. Wymore Road, Winter Park, Florida 32789 hereby agrees to act as the Registered Agent and comply with the laws of the State of Florida relative to such position.

Chris Cathcart

Registered Agent

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