

P98000045925

DORAN, WALTERS, ROST & WOLFE

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

CAROLYN S. ANSAY
THEODORE R. DORAN
SCOTT R. ROST
LAWRENCE G. WALTERS
AARON R. WOLFE

FIRST UNION TOWER
444 SEABREEZE BOULEVARD
SUITE 800
DAYTONA BEACH, FLORIDA 32118

PLEASE REPLY TO:
POST OFFICE DRAWER 15110
DAYTONA BEACH, FLORIDA 32115
(904) 253-1111
FAX (904) 253-4260

OF COUNSEL
DAVID A. WASSERMAN

May 18, 1998

Via Overnight Mail

800002528433--9
-05/13/98-01074-014
*****367.50 *****122.50

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Advent Entertainment, Inc.
1295 S.O.B.T., Inc.
Cyber Talent Management, Inc.

Dear Correspondent:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-referenced corporations.

Also, enclosed is our firm's check in the amount of \$367.50 to cover the cost of the filing fees, certified copy of charters and registered agent fees.

Please return to us a certified copy of each of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Sincerely,

Lawrence G. Walters

LGW/cw
Encls.

FILED
98 MAY 19 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/19/98

**ARTICLES OF INCORPORATION
OF
CYBER TALENT MANAGEMENT, INC.**

FILED

98 MAY 19 PM 12: 23

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Cyber Talent Management, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue five thousand shares of common capital stock with a par value of \$1.00.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be One. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individual who shall serve as a member of the Initial Board Of Directors is: Sean McCabe, 527 North Semoran Blvd., Orlando, Florida 32807.

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Lawrence G. Walters.

ARTICLE VIII. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 527 North Semoran Blvd., Orlando, Florida 32807.

ARTICLE IX. INCORPORATOR

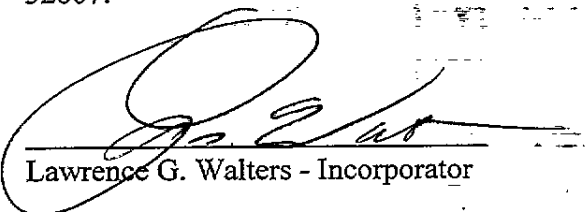
The name and address of the individual who shall serve as this corporation's incorporator are: Lawrence G. Walters, Esquire, 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

ARTICLE X. AMENDMENT

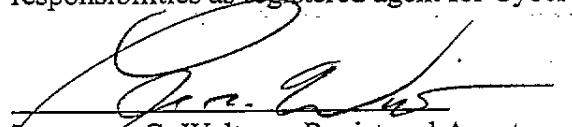
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE XI. MAILING ADDRESS

The mailing address of the Corporation is 527 North Semoran Blvd., Orlando, Florida 32807.

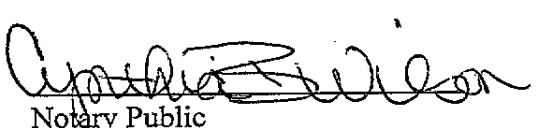

Lawrence G. Walters - Incorporator

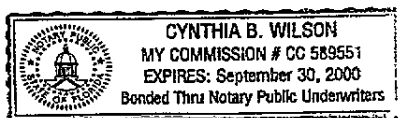
I hereby accept my designation as registered agent and agree to serve as the registered agent of Cyber Talent Management, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Cyber Talent Management, Inc.


Lawrence G. Walters - Registered Agent

State Of Florida
County Of Volusia

On May 4, 1998, Lawrence G. Walters, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Cyber Talent Management, Inc.


Notary Public
(SEAL)



FILED
98 MAY 19 PM 12:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Incorporation of Cyber Talent Management, Inc.