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ACCOUNT NO. : 072100000032

REFERENCE: 000167 82576A_

AUTHORIZATION:

COST LIMIT : \$ 78.75

ORDER DATE: October 19, 1998

ORDER TIME: 10:49 AM

ORDER NO. : 000167-005

CUSTOMER NO: 82576A

THE UNITED STATES **CORPORATION**

CUSTOMER: Steve Miles, Esq

OVERSTREET MILES RITCH & OVERSTREET MILES RITCH &

100 Church Street

800002666898--0

Kissimmee, FL 34741

DOMESTIC FILING

NAME:

AERIEL ENTERTAINMENT RESOURCES

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

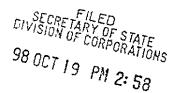
___ CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

AERIEL ENTERTAINMENT RESOURCES INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AERIEL ENTERTAINMENT RESOURCES INC.

The address of the principal office of this corporation shall be 1615 Lyndell Drive, Kissimmee, Florida 43741, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service.

Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Richard E. Grissom

1615 Lyndell Drive
Dir./President

Kissimmee, Florida 34741

ARTICLE VII. INCORPORATOR

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

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

SECRETARY OF STATE DIVISION OF CORPORATIONS 98 OCT 19 PM 2:58

IN WITNESS WHEREOF, the undersigned agent of

Corporation Service Company, has hereunto set their hand

and seal of Corporation Service Company, on October 19, 1998.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation to transact business in thisState, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE_COMPANY

Its Agent, Karen B. Rozar

CHS/sal