

P98000104081

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December 11, 1998

VIA US PRIORITY MAIL

Beth Register
Corporate Specialist Supervisor
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
11-5-98

RE: Technical Entertainment Services, Inc.
Reference No: W98000025656

Dear Ms. Register:

200002711972--4
-12/14/98--01039--015
*****78.75 *****78.75

Enclosed please find an original and one copy of our document along with a copy of your November 13, 1998 letter, for your records. Also enclosed is a check in the amount of \$78.75 for filing fees. If you have any questions, please feel free to give me a call at (813) 224-9000. With kindest personal regards, I am

Very truly yours,

SALEM, SAXON & NIELSEN, P.A.

Evin L. Netzer

ELN/tj

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FILED
98 NOV 13 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1998

EVIN L NETZER
2905 ALLINE AVE
TAMPA, FL 33611

SUBJECT: TECHNICAL ENTERTAINMENT SERVICES, INC.
Ref. Number: W98000025656

We have received your document for TECHNICAL ENTERTAINMENT SERVICES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 598A00054892

EFFECTIVE DATE
11-5-98

FILED

98 NOV 13 AM 10:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TECHNICAL ENTERTAINMENT SERVICES, INC.

I, the undersigned, hereby associate myself for the purpose of forming a corporation under the laws of the State of Florida, by and through the provisions of the statutes of the State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is Technical Entertainment Services, Inc. (hereinafter called the "Corporation").

ARTICLE II

EFFECTIVE DATE; PERIOD OF DURATION

These Articles of Incorporation shall become effective, and the existence of the Corporation shall begin on November 5, 1998. The duration of the Corporation's existence shall be perpetual.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the Corporation's business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To such extent as a corporation organized under the laws of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

(b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in

and deal with goods, wares, merchandise, and other personal property of every class and description whatsoever.

(c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business of which may seem capable of being dealt with profitably in connection with any of the said business.

(d) To purchase, hold, sell, improve, and lease real estate, and to mortgage and encumber the same and to erect, manage, care for and maintain buildings thereon. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent of the United States, or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the Corporation or other corporation in which the Corporation may have an interest as a stockholder or otherwise.

(e) To hold, purchase or otherwise acquire or be interested in, to sell, assign, pledge, or otherwise dispose of capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic or whether now or hereafter organized and while the holder of such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do, and, subject to the provisions of law, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock.

(f) In general, to have and exercise any other powers conferred by the laws of the State of Florida upon corporations generally, it being hereby expressly provided that the foregoing numeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

ARTICLE IV

AUTHORIZED STOCK

1. The aggregate number of shares which the Corporation shall be authorized to issue is Ten Thousand (10,000) shares of common stock with no par value. The Corporation shall not have the authority to issue shares in series.

2. The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.

3. Property, labor or services may also be purchased with the capital stock

of the Corporation at such valuation as may be fixed by the Board of Directors.

ARTICLE V

REGULATION OF INTERNAL AFFAIRS

1. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of the Corporation may be held either within or outside of the State of Florida at such place or places as may from time to time be designated in the By-Laws or by resolution of the Board of Directors.

2. By-Laws. The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The Board of Directors may amend or repeal the By-Laws, or may adopt new By-Laws. The By-Laws may contain any provisions for the regulation and management of the Corporation which are consistent with the laws of the State of Florida and these Articles of Incorporation.

3. Compensation of Directors. The Board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which compensation shall be paid. Any Director may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who need not be a Stockholder. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1) persons.

ARTICLE VII

PERFORMANCE OF BUSINESS

The business of the Corporation shall be conducted by such officers and assistant officers as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the By-Laws.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Corporation is Evin L. Netzer, 101 E. Kennedy Blvd., Suite 3200, Tampa, FL 33602.

ARTICLE IX

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of the Corporation is to be located at 4111 Coral Tree Cir. #127, Coconut Creek, FL 33073, however, with the privilege of having branch offices or places of business in any place or places within or outside of the State of Florida. The registered agent shall be, until otherwise designated, Evin L. Netzer, 101 E. Kennedy Blvd., Suite 3200, Tampa, FL 33602.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 9th day of November, 1998, for the purposes of forming the Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


Evin L. Netzer, Incorporator

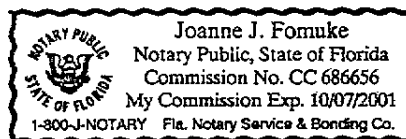
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of Technical Entertainment Services, Inc. was acknowledged before me this 9th day of November, 1998, by Evin L. Netzer, as Incorporator.

Personally Known X or Produced Identification _____
Type of Ident. Produced _____


Notary Public, State of Florida

Print, Type or Stamp Name



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVICED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT BASIC SKILLS HOLDING COMPANY, DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF TAMPA, STATE OF
FLORIDA, HAS NAMED EVIN L. NETZER, 101 E. KENNEDY BLVD., SUITE 3200,
TAMPA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE: 

TITLE: EVIN L. NETZER
INCORPORATOR

DATE: NOVEMBER 9, 1998

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 RELATED 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: 

EVIN L. NETZER
(REGISTERED AGENT)

DATE: NOVEMBER 9, 1998

FILED
98 NOV 13 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA