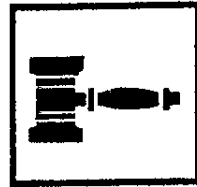


P98000105396 DOCUMENT TYPING SERVICE

2715 N. Cocoa Boulevard (U.S. 1)
Cocoa, Florida 32922
(407) 633-9353



December 14, 1998

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

700002715127--6
-12/17/98--01117--011
*****78.75 *****78.75

Re: DICK DIGITAL STUDIOS INC.

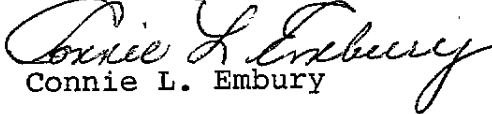
Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$ 78.75 which represents the following:

Filing fee & Certificate

Please file the original of the enclosed Articles of Incorporation and return the necessary paperwork to the undersigned.

Yours very truly,


Connie L. Embury

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 17 AM 9:08

FILED

Handwritten notes:
12-21-98
L. Embury

ARTICLES OF INCORPORATION
OF
DICK DIGITAL STUDIOS INC.

FILED
98 DEC 17 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, INCORPORATORS, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be DICK DIGITAL STUDIOS INC.
The principal place of business of this corporation shall be:
814 Dixon Boulevard Suite 22, Cocoa, Florida 32922.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
One Hundred (100) shares at no par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, are:

ROBERT H. REED III
5705 Eagle Way
Merritt Island, FL 32953

ELAINE REED
5705 Eagle Way
Merritt Island, FL 32953


ARTICLE VI INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

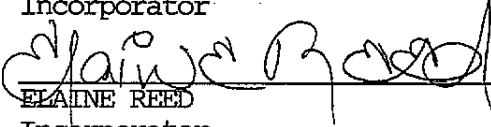
ROBERT H. REED III
5705 Eagle Way
Merritt Island, FL 32953

ELAINE REED
5705 Eagle Way
Merritt Island, FL 32953

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 11 day of Dec, 1998.



ROBERT H. REED III
Incorporator



ELAINE REED
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: DICK DIGITAL STUDIOS INC.
2. The name and address of the registered agent and office is: ELAINE REED, 814 Dixon Boulevard Suite 22, Cocoa, Florida 32922.

Elaine Reed
ELAINE REED
Secretary/Vice President/Treasurer
Title:
Date: 12-11-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 SECTION 607.325, FLORIDA STATUTES.

Elaine Reed
ELAINE REED
Registered Agent:
Date: 12-11-98

FILED
98 DEC 17 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA