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FELLOW, AMERICAN ACADEMY OF TRIAL LAWYERS  
CERTIFIED FAMILY LAW MEDIATOR

\* ESATE PLANNING

January 20, 1999

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

FILED  
99 JAN 25 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Angel Lake Multimedia USA, Inc.

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation together with our \$78.75 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$ 8.75

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-01/25/99--01152--025  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

EFFECTIVE DATE

1-19-99

By:

Robert J. Hunt, Esq.

RJH:DMD

Enc.

cc: Angel Lake Multimedia USA, Inc.

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FILED  
99 JAN 25 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

EFFECTIVE DATE  
1-19-99

ANGEL LAKE MULTIMEDIA USA, INC.

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **ANGEL LAKE MULTIMEDIA USA, INC.**

1. The name of the corporation is **ANGEL LAKE MULTIMEDIA USA, INC.**
2. The principal office of the corporation is:  
  
2200 Corporate Boulevard, N.W., Suite 401  
Boca Raton, FL 33431
3. The corporation shall have authority to issue 7500 shares of stock, all of one class with a par value of \$.10 per share.
4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.
5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.
6. The number of directors constituting the initial board of directors is one and her name and address is:

Name

Address

Kimberly M. Sartor

200 Ontario Avenue, 3rd Floor  
Elliott Lake Ontario P5A1Y5  
Canada

7. The name and address of the incorporator is:

Name

Address

HCRM Corp.

Suite 401  
2200 Corporate Boulevard, N.W.  
Boca Raton, Florida 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be January 19, 1999 provided such date is within five (5) business days prior to the date of filing.

Executed and subscribed at Boca Raton, Florida on January 19, 1999.

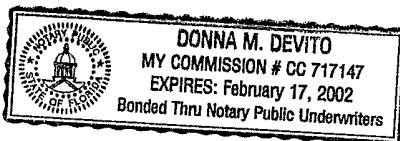
HCRM Corp., as Incorporator

By: Robert J. Hunt  
Robert J. Hunt, Vice President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of ANGEL LAKE MULTIMEDIA USA, INC. were acknowledged before me by Robert J. Hunt, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 19th day of January, 1999 on behalf of HCRM Corp.

Donna M. Devito  
Notary Public  
My commission expires:  
Printed Name:



Acceptance of Registered Agent

HCRM CORP. hereby accepts the above appointment as registered agent of ANGEL LAKE MULTIMEDIA USA, INC. and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By: Robert J. Hunt  
ROBERT J. HUNT, VICE PRESIDENT

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by ROBERT J. HUNT, as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 19th day of January, 1999 on behalf of the Corporation.



Donna M. Devito  
Notary Public  
My commission expires:  
Printed Name:

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99 JAN 25 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA