

**CORPORATE
ACCESS,
INC.**

P99000039476

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

FILED
99 APR 30 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) *Primetime Promotions Inc.*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
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5.)
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SPECIAL INSTRUCTIONS

W-10167

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9:42
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11/12/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 30, 1999

CORPORATE ACCESS, INC.

SUBJECT: PRIMETIME PROMOTIONS INC.
Ref. Number: W99000010167

Corrected 4/30
NT (i)

We have received your document for PRIMETIME PROMOTIONS INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 199A00023311

RECEIVED
99 APR 30 PM 2:43

ARTICLES OF INCORPORATION

of

V.E.S. MARKETING INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be: V.E.S. MARKETING INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1409 Sligh Boulevard, Orlando, Florida 32806.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock at no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Victor E. Sandre, 1409 Sligh Boulevard, Orlando, Florida 32806.

ARTICLE V - DIRECTOR(S)

The name and address of the initial director is: Victor E. Sandre, 1409 Sligh Boulevard, Orlando, Florida 32806.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Corporations & Companies, Inc., Eric L. Grayson, Vice President, Suite 300A, Two Greenville Crossing, 4001 Kennett Pike, Wilmington, Delaware 19807.

The undersigned has executed these Articles of Incorporation this 29th day of April, 1999.

CORPORATIONS & COMPANIES, INC.

BY:

ERIC L. GRAYSON, Vice President
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE


PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

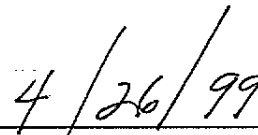
1. The name of the corporation is: V.E.S. MARKETING INC.
2. The name and street address of the registered agent and office is:

Mr. Victor E. Sandre
1409 Sligh Boulevard
Orlando, Florida 32806

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TALLAHASSEE, FLORIDA

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


VICTOR E. SANDRE


Date