

WILLIAM N. DUGATKIN
17089 N.W. 11TH STREET
PEMBROKE PINES, FLORIDA 33028

P990000066078

July 15, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation
FIRELIGHT ENTERTAINMENT

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the articles of incorporation and a check made payable to the Department to State for \$70.00, which includes:

1. \$35.00 Filing Fee
2. \$35.00 Designation of Registered Agent

000002934970--1
-07/19/99-01104--004
*****70.00 *****70.00

FOR: Mr. William Dugatkin
17089 N.W. 11th Street
Pembroke Pines, Florida 33028

All documents and correspondence are to be directed to the above-addressee. Your time and consideration in this matter are greatly appreciated.

Sincerely,



WILLIAM DUGATKIN

Enclosures

FILED
99 JUL 19 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 7/20/99

FILED

99 JUL 19 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FIRELIGHT ENTERTAINMENT, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to the contract, hereby forms a corporation for the profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is FIRELIGHT ENTERTAINMENT, INC.

**ARTICLE II
NATURE OF BUSINESS**

The corporation shall be engaged in the business of Creative Writing/Broadcast Services and/or any other lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding is One Thousand (1000) shares of common stock, each having a \$1.00 par value. Each stockholder of the corporation shall be entitled to one (1) vote for each paid, non-assessable share owned by them, and there shall be no cumulative voting. No holder of shares of the corporation of any class now or hereafter authorized shall have any preferential or preemptive right to subscribe for, purchase, or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which at any time may be issued, exchanged, or offered for sale by corporation.

**ARTICLE IV
DURATION**

This corporation shall be perpetual existence.

**ARTICLE V
REGISTERED AGENT AND ADDRESS**

The initial street and address of the registered office and principal place of business of this corporation in the State of Florida shall be 17089 N.W. 11th Street, Pembroke Pines, Florida 33028 and the registered agent(s) shall be William N. Dugatkin.

ARTICLE VI
DIRECTORS

The numbers of directors of this corporation shall be such as shall from time to time be fixed by and in the manner provided in the By-Laws of the corporation, but shall at no time be less than one nor more than seven. Except, as otherwise be required by law, vacancies in the Board of Directors and newly created of directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum.

ARTICLE VII
INITIAL DIRECTORS

are: The name and the post office address of the members of the First Board of Directors
William N. Dugatkin, 17089 N.W. 11th Street, Pembroke Pines, Florida 33028.

ARTICLE VIII
SUBSCRIBER

are: The name and post office of the subscriber's to these Articles of Incorporation
William N. Dugatkin, 17089 N.W. 11th Street, Pembroke Pines, Florida 33028.

ARTICLE IX
INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided herein shall not be deemed exclusive of any rights to which those indemnified may be entitled under the By-Laws, agreement, vote or shareholders or disinterested directors or otherwise, both as an action in their official capacity and as to action in another capacity while holding such director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

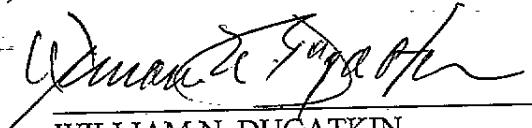
ARTICLE X
AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in theses Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

ARTICLE XI

This corporation shall commence its existence upon the filing and certification of these Articles of Incorporation.

IN WITNESS WHEREOF, I have read hereunto set my hand and seal this 8th day of July 1999.


WILLIAM N. DUGATKIN

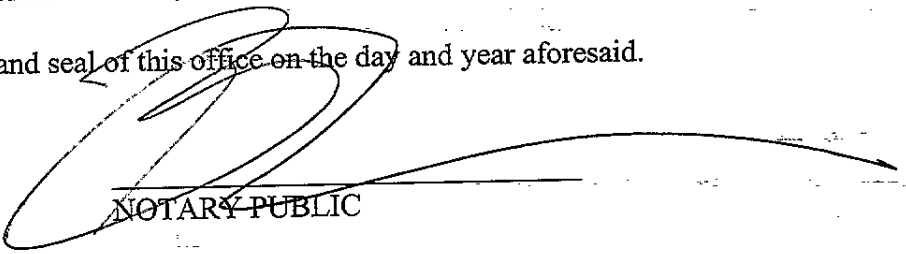
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared WILLIAM N. DUGATKIN, to be well known and known to me to be the person(s) described in and who have executed the foregoing Articles of Incorporation, and hereby acknowledge to me that their signatures appended thereto is their true signature, and that they executed said Articles of Incorporation for the purpose therein mentioned and intended.

WITNESS my hand and seal of this office on the day and year aforesaid.

BLANCHI B. COMITO
Notary Public - State of Florida
My Commission Expires Jan 19, 2002
Commission # CC 709085


NOTARY PUBLIC

My Commission Expires:

Identification Produced:

Florida Drivers License
D232-934-48-410-0


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **FIRELIGHT ENTERTAINMENT** ^{INC.} desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Pembroke Pines, County of Broward, State of Florida has named William N. Dugatkin, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


WILLIAM N. DUGATKIN

FILED
99 JUL 19 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA