TRANSMITTAL LETTER

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

600003007776--10/06/99--01089--003 *****78.75 *****78.75

Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00 \$78.75 Filing Fee Filing Fee

& Certificate of Status

\$87.50 □\$78.75 Filing Fee Filing Fee, & Certified Copy Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: _	MICHAEL ShEETZ Name (Printed or typed)	<u>-</u>	SE TALI	99	
_	5887 CASSANDRA CT	₩: ₩ ₩	CRETARY	0CT -6	
_	WEST PAIM BEACH Fl. 33415 City, State & Zip		OF STATE	AM 9:	
_	(561) 697-3797 Daytime Telephone number	-	¥0 3.	2	-

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

ARTICLE I NAME SOON THE PARTY OF THE PARTY OF

The name of the Corporation is Acclaim Digital Media, Incorporated.

ARTICLE II PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 5887 Cassandra Court, West Palm Beach, Florida. The mailing address of the corporation is P.O. Box 21275 West Palm Beach, Florida 33416.

ARTICLE III CORPORATE DURATION

the duration of the corporation is perpetual. The date of the commencement of the corporate existence is October 1, 1999.

ARTICLE IV PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

- 1. To engage in the business of graphic design, photography and video production.
- 2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
- 3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE V CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 500,000 shares. Such shares of common stock which shall be all of the same class. Such stock shall have a par value of \$1.00. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the board of directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street-address of the initial registered office of the corporation is 5887_Cassandra Court West Palm Beach, Florida 33415, and the name of the initial registered agent at such address is, Michael W. Sheetz.

ARTICLE VII DIRECTORS

The number os directors constituting the corporation's initial board of directors is one. The name and address of each person who is to serve as a member of the initial board of directors is:

Michael W. Sheetz

5887 Cassandra Court, West Palm Beach, Florida 33415

ARTICLE VIII INCORPORATORS

The name and address of each incorporator is:

Michael W. Sheetz

5887 Cassandra Court, West Palm Beach, Florida 33415.

Executed by the undersigned at

Michael Sheetz/Incorporator

September 30, 1999_

Having been names 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.

Michael Sheetz/Registered Agend

September 30, 1999