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November 5, 1999
Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

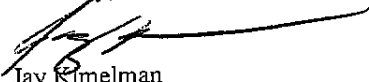
RE: Advanced Digital Entertainment Corp.
Dear Sir:

Enclosed please find for filing the Articles of Incorporation on the above referenced corporation. Also please find enclosed our check in the amount of \$70.00 covering the filing fee for the same.

Please return the notification of filing to the undersigned.

Thank you for your attention to this matter.

Sincerely,


Jay Kimelman
126 Aberdeen Circle North
Sanford, FL 32773

encl.

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99 NOV -8 AM 7:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
Advanced Digital Entertainment Corp.**

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

ARTICLE I. NAME

The name of the corporation is Advanced Digital Entertainment Corp.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be

P.O. Box 3724
Brandon FL 33509

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ARTICLE III. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date the articles of incorporation are filed with the Department of State of Florida.

ARTICLE IV. CAPITAL STOCK

The capital stock of the corporation shall be 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 160 Baywood Av., Suite 100, Longwood, FL 32750. The name of the initial registered agent at that address is Jay Kimelman.

ARTICLE VI. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of 3 members. The name and address of the members of the first board of directors are:

Name
Dale A. Clark

Address
1736 Hulett Dr.
Brandon, FL 33511

David L Broerman

2811 S Pines DR #11
Largo, FL 33771

Edward M. Duarte

5608 Pinnacle Heights Circle #109
Tampa, FL, 33624

Jay Kimelman

126 Aberdeen Circle North
Sanford, FL 32773

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Dale A. Clark	1736 Hulett Dr. Brandon, FL 33511

ARTICLE VIII. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the corporation, any restrictive provisions regarding the proposed sale, transfer or other disposition of the outstanding stock of the corporation by any of its shareholders, or in the event of death of any of its shareholders.

ARTICLE VII. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation on the 27th day of October, 1999.


DALE CLARK, Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation as the place designated in these Articles of Incorporation, 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 am familiar with and accept the obligations of my position as Registered Agent.


JAY KIMELMAN
Registered Agent

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99 NOV 8 AM 7:45
CLERK OF SUPERIOR COURT
FLORIDA
TAMPA

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing Articles of Incorporation (instrument) was acknowledged before me this 5th day of November, 1999 by Jay Kimelman, who is personally known to me and who did not take an oath.



Notary Public

