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NEW FILINGS	AMENDMENTS	
Profit	Amendment	and the second s
NonProfit	Resignation of R.A., Officer/ Director	9000030476999
Limited Liability	Change of Registered Agent	-11/17/9901086009 *****78.75 *****78.75
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OTHER FILINGS	REGISTRATION/. QUALIFICATION	APPROVED JUNE 17 PM 2: 29 JALLANASSE, FICHID
Annual Report	Foreign	
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ARTICLES OF INCORPORATION

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SILICON BEACH STUDIOS, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

SILICON BEACH STUDIOS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue <u>One Thousand</u> shares (1000) of <u>.001</u> Dollar(s) (\$<u>.001</u>) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

ANN T. FRANK
2124 AIRPORT-PULLING ROAD SOUTH
SUITE #102
NAPLES, FLORIDA 34112

SECRETATION 2: 29

APPROVED

The principal office, if known, or the mailing address of the corporation is:

SILICON BEACH STUDIOS, INC. 5515 CEDAR SPRINGS DRIVE #101 NAPLES, FLORIDA 34110 941-566-3360

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (_2_) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

DIANE CAPPETTI
5115 CEDAR SPRING DRIVE #101
NAPLES, FLORIDA 34110
941-566-3360

ROBERT CAPPETTI
5115 CEDAR SPRING DRIVE #101
NAPLES, FLORIDA 34110
941-566-3360

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

PETER B. FRANK
2124 AIRPORT-PULLING ROAD SOUTH
NAPLES, FLORIDA 34112

IN	WITNESS	WHERE	OF, th	e unde	rsigned	l su	bsc	ribe	r(s) have	exe	ecuted
the	se Artic	les of	Incor	porati	on this	8	_th	day	of	NOVEMB	ΞR,	1999.
					1		\sim					

Lt.B. Q (Seal)

STATE OF FLORIDA COUNTY OF COLLIER

before me a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Signature

Personally known ★
Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that **Perce B. France** executed these Articles of Incorporation, that I relied upon the form _X_ of identification of the above named person(s) _as indicated opposite each name, and that an oath (was) (was not) taken.

Witness my hand and official seal in Collier County and State of Florida the aforesaid this 8 day of Your ber, 1999.

L. Woolner
MY COMMISSION # CC577526 EXPIRES
August 15, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Signature

Notary Rubber Stamp Seal ...

CORRENE WOOLNER

Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

SILICON BEACH STUDIOS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

2124 AIRPÖRT-PULLING ROAD SOUTH SUITE #102 NAPLES FLORIDA 34112

has named:

ANN T. FRANK

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

(Registered Agent)

17 PM 2:29