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CORPORATE
ACCESS,
INC.

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 OF INCORPORATION

OF

M-3 DIGITAL ENTERTAINMENT, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the *Florida Statutes*, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I

Name and Address

The name of the Corporation shall be **M-3 DIGITAL ENTERTAINMENT, INC.** and its mailing address is 3824 U.S. 41 North, Palmetto, Florida 34221.

ARTICLE II

Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III

Term of Existence

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV
Capital Stock

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose name and address is as follows:

Name	Address
Mark A. Shepard	Post Office Box 47826 St. Petersburg, FL 33743

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI
Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided,

however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII
Amendments

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII
Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be **3824 U.S. 41 North, Palmetto, Florida 34221.**

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **Mark A. Shepard.**

ARTICLE IX
Incorporator

The name and address of the incorporator is:

Name	Address
Mark A. Shepard	Post Office Box 47826 St. Petersburg, FL 33743

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IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 21st day of June, 2000.

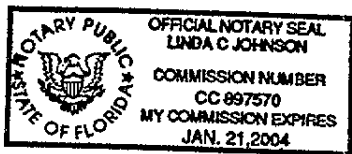
Mark A. Shepard
Mark A. Shepard

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 21st day of June, 2000 by **MARK A. SHEPARD**, who is personally known to me or has produced a Florida driver's license or _____ as identification.

Linda C. Johnson
Notary Public (SEAL)

My Commission Expires:



(Print Name of Notary Public on this line)

ACCEPTANCE

I hereby agree to act as initial Registered Agent for **M-3 DIGITAL ENTERTAINMENT, INC.**, a Florida corporation, as stated in these Articles of Incorporation.

Mark A. Shepard
Mark A. Shepard

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TALLAHASSEE, FLORIDA

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