

PO2000022012
W. Edward McLeod, P.A.

Post Office Box 917412 Longwood, Florida 32791-7412
284 PARK AVENUE N. WINTER PARK, FLORIDA 32789
(407) 629-1935 Fax (407) 629-5757

FILED
SECRETARY OF CORPORATIONS
02 FEB 25 AM 11:02

Ned McLeod
Counselor & Attorney at Law
EntLwr@Earthlink.net

Albert L. Kelley
of counsel, Key West office

Harris E. Tulchin
of counsel, Los Angeles office
(admitted in CA and HI only)

February 20, 2002

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32314

300005000693--8
-02/25/02--01049--013
*****78.75 *****78.75

Re: Incorporation of POP PICTURES, INC.

Corporate Registrar:

Enclosed please find the following documents in connection with the incorporation of POP PICTURES, INC.

1. The Articles of Incorporation including the Acceptance by the Registered Agent, and a copy for certification; and
2. A check in the amount of \$78.75 to cover the following items: (a) \$35.00 for filing fee; (b) \$8.75 for one certified copy; and (c) \$35.00 for certificate designating registered agent.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please contact my office directly at the above address..

Sincerely,
W. EDWARD McLEOD, P.A.


Ned McLeod

Enclosures

2-27-02
WEC

**ARTICLES OF INCORPORATION
OF**

POP PICTURES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 25 AM 11:02

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I

Name and Principal Office

The name of the Corporation shall be POP PICTURES, INC. The address of the principal office of the corporation shall be 800 Celebration Ave., Suite 328, Celebration, Florida 34747.

ARTICLE II

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV

Authorized Stock & Shareholder Rights

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock, with a \$1.00 par value per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, set forth in a subsequently executed Shareholders Agreement unanimously adopted, or provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be W. EDWARD McLEOD, P.A., 284 Park Avenue North, Winter Park, Florida 32789. The name of the initial registered agent of the Corporation at the registered office shall be W. EDWARD McLEOD, P.A.

ARTICLE VI
Initial Board of Directors

The initial Board of Directors shall consist of one (1) person. The names and addresses of those persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

Name	Address
Peter Opotowsky	800 Celebration Ave., Suite 328, Celebration, FL 34747

ARTICLE VII
Incorporator

The name and address of the incorporator of the Corporation is:

Name	Address
W. Edward McLeod, Esquire	W. EDWARD McLEOD, P.A. 284 Park Avenue North Winter Park, Florida 32789

ARTICLE VIII
Indemnity

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE IX
Preemptive Rights

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE X
Control-Share Acquisitions

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

Executed this 20 day of February, 2002.

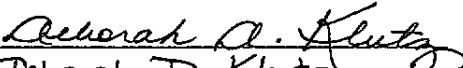

W. Edward McLeod, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF ORANGE)



Deborah D Klutz
My Commission DD036449
Expires June 25, 2005

The foregoing instrument was acknowledged before me this 20th day of February, 2002, by W. EDWARD McLEOD who produced a Florida Driver's License as identification.

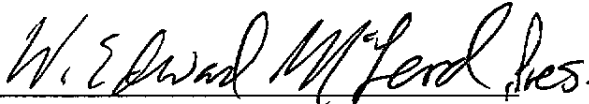

Deborah D. Klutz

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

Having been named as registered agent for POP PICTURES, INC., at 800 Celebration Ave., Suite 328, Celebration, FL 34747, I hereby accept the appointment of registered agent for such corporation on behalf of the named firm, W. EDWARD McLEOD, P.A. I am familiar with, and accept, the obligations provided for in Florida Statutes Section 607.0505.

W. EDWARD McLEOD, P.A.

By: 
W. Edward McLeod, President
Date: 2/20/02