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TRANSMITTAL LETTER

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

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SUBJECT: MERIDIAN FILM CORPORATION

I enclose an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 131.25.

SIGNED: William M. Jahnke

From:

Meridian Film Corporation
101 Bradley Place, Suite 202
Palm Beach, Florida 33480

(407)-833-8870

BROWN AUG 11 1995

ARTICLES OF INCORPORATION

OF

Meridian Film Corporation

ARTICLE I NAME

The name of the corporation is: Meridian Film Corporation. (the "Corporation")

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

101 Bradley Place

Suite 202

Palm Beach, Florida 33480

ARTICLE III DURATION

The Corporation shall have perpetual existence

ARTICLE IV PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business

ARTICLE V CAPITAL STOCK

The total number of shares of stock which the Corporation shall have authority to issue is 10,000,000 shares, of which 9,000,000 shares shall be Common Stock having no par value and 1,000,000 shares shall be Preferred Stock having no par value.

(1) **Dividends, Combinations, Subdivisions and Mergers.** Subject to any preferential or other rights granted to the holders of any series of Preferred Stock, holders of Common Stock shall be entitled to receive such dividends and distributions, payable in cash or otherwise, as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor.

(2) **Rights on Liquidation.** Subject to any preferential or other rights granted to the holders of any series of Preferred Stock, in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets of the Corporation available for distribution to stockholders shall be distributed in equal amounts per share to the holders of the Common Stock. For purposes of this paragraph, a consolidation or merger of the Corporation with any other corporation, or the sale, transfer or lease by the Corporation of all or substantially all of its assets, shall not constitute or be deemed a liquidation, dissolution or winding up of the Corporation.

(3) **Voting.** Subject to the voting powers, if any, granted to the holders of any series of Preferred Stock, and except as otherwise required by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes and each holder of Common Stock shall be entitled to one vote for each share of Common Stock held.

(4) **Terms of Preferred Stock.** The Board of Directors shall have authority to issue the Preferred Stock from time to time in one or more series and to determine in the resolution or resolutions providing for the issuance of shares of Preferred Stock in series, the following

(i) The number of shares which will constitute such series and the designation of each series.

(ii) The voting powers, full or limited, of each series or that such series shall have no voting power.

(iii) The rate of dividends payable on such series, the time or times when such dividends will be payable, the preference to, or any relation to, the payment of dividends to any other class or series of stock and whether the dividends will be cumulative or non-cumulative.

(iv) Whether the shares of such series shall be redeemable and, if redeemable, whether such shares shall be redeemable at the option of the Corporation or the holder of such shares or upon the happening of a specified event, the rate or rates or the price or prices at which a redemption shall take place with such adjustment as shall be provided and any other terms or conditions of any redemption.

(v) Whether there shall be a sinking or similar fund for the redemption or purchase of shares and, if so, the terms and provisions which will govern such fund.

(vi) The rights of holders of shares upon the liquidation, dissolution or any distribution of the assets of the Corporation.

(vii) The rights, if any, of holders of shares, to convert such shares into, or to exchange such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation, the price or prices or rate or rates of exchange with such adjustments as shall be provided at which shares shall be convertible or exchangeable, whether such rights of conversion or exchange shall be exercisable at the option of the holder of the shares or the Corporation or upon the happening of a specified event, and any other terms or conditions of such conversion or exchange.

(viii) Any other preferences, powers and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such shares

(5) **Adjustment of Authorized Preferred Stock** The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation that is entitled to vote without a class vote of the Preferred Stock, or any class or series thereof, except as may be otherwise provided in the resolution or resolutions fixing the voting rights of such class or series

(6) **No Preemptive Rights.** The holders of shares of Common Stock or Preferred Stock of the Corporation shall not be entitled, as a matter of right, to subscribe for or purchase any part of any new or additional issue of any stock or other securities of the Corporation

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the Corporation is 230 Royal Palm Way, Palm Beach, Florida 33480 and the name of the initial registered agent of the Corporation at that address is Henry L. Kaye.

ARTICLE VII INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation is:

William Tobias
101 Bradley Place, Suite 202, Palm Beach, Florida 33480

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of the Corporation is:

William Tobias
101 Bradley Place, Suite 202
Palm Beach, Florida 33480

and

Carol McCleary
3680 William Street
Lake Park, Florida 33408

ARTICLE IX POWERS

The Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

INDEMNIFICATION

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607 0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee, or agent of the Corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to adjudication for those indemnified.

ARTICLE XI AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders shall be subject to this reservation.

ARTICLE XII BYLAWS

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

The undersigned has executed these Articles of Incorporation this 8th day of August 1995.

William M. Jackson, Incorporator

INCORPORATOR'S ACTION BY WRITTEN CONSENT

Pursuant to Section 607.0205(1)(b)(2) of the Business Corporation Act, the incorporator of Meridian Film Corporation hereby consents to the election of the following persons as initial directors of this corporation to complete the organization of the corporation. The initial directors shall serve on the board until the first annual meeting of shareholders held for the election of directors, and until their successors are elected and qualified:

William Tobias

Carol McCleary

There being no further business, the meeting was adjourned.

DATED: August 8, 1995

SIGNED: William M. Tobias, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is:

MERIDIAN FILM CORPORATION

2. The name and address of the Registered Agent and office is:

HENRY L. KAYE, Lawyer

230 Royal Palm Way

Palm Beach, Florida 33480

Signature: William M. Jelicic

Title: Director

Date: Aug 8, 1995

HAVING BEEN NAMED 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.

Signature: [Signature]

Date: Aug 15, 1995