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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ASTON WORLDWIDE ANIMATION, INC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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- Walk in
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| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

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| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

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Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
ASTON WORLDWIDE ANIMATION, INC.**

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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is **ASTON WORLDWIDE ANIMATION, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office of the corporation shall be located in the County of Sarasota, State of Florida, and its mailing address shall be: c/o Aston Entertainment Group, Inc., 6497 Parkland Drive, Suite A, Sarasota, Florida 34243.

**ARTICLE III**

**SHARES**

The aggregate number of shares of common stock which the corporation is authorized to issue is One Million (1,000,000). Such shares shall be of a single class, and shall have a par value of One Cent (\$.01) per share.

**ARTICLE IV**

**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of the corporation is 6497 Parkland Drive, Suite A, Sarasota, Florida 34243, and the name of its initial registered agent at such address is Anthony R. Asfur.

**ARTICLE V**  
**INCORPORATOR**

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

| <u>Name</u>      | <u>Address</u>  |
|------------------|---|
| Anthony R. Asfur | c/o Tara Golf & Country Club<br>6902 Chickasaw Bayou Road<br>Bradenton, Florida 34203 |

**ARTICLE VI**  
**PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

A. To conduct the general business of developing, promoting and producing animation for various television, motion picture, CD-ROM, home video, computer games and similar type projects, on behalf of the corporation and on behalf of other persons and entities.

B. To employ, contract with, manage, deal in, furnish, and otherwise to conduct business in and with, as principal or as agent, other artists, speakers, illustrators, printers, publishers, singers, musicians, composers, dancers, performers, animators, producers, attractions, various television, motion picture, CD-ROM, home video, computer games and similar type projects.

C. To lease, buy, sell, and operate, and otherwise deal in television, motion picture, CD-ROM, home video, computer games and similar type projects, and all other kinds of studios, offices, and production facilities, wherever situate, including but not limited to the purchase, sale, mortgage, and other acquisition, use and disposition of patents, patent rights, inventions, trademarks, tradenames, copyrights, research, ideas, and systems.

D. To buy, sell, lease, grant, and exchange real property, improved and unimproved; to build, construct or alter buildings thereon; to purchase, manufacture, acquire, hold, own, pledge, lease, sell, assign, and transfer, and to

invest, trade, deal in, and deal with the development, promotion and production of animation of any kind and description; to acquire and pay for in cash, shares, or bonds of this corporation, or otherwise, the good will, rights, assets, and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, association, or corporation engaged in the same or similar business; and to carry on any of the above business, or any similar business connected therewith wherever the same may be permitted by law, and to the same extent as the laws of the State of Florida will permit.

E. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

F. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

## **ARTICLE VII**

### **DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is three (3). The name and address of each person who is to serve as a member of the initial board of directors is:

Anthony R. Asfur  
c/o Tara Golf & Country Club  
6902 Chickasaw Bayou Road  
Bradenton, Florida 34203

Dale J. Sexton  
10334 Palmbrooke Terrace  
Bradenton, Florida 34202

Terry L. Locke  
3100 North 29th Court  
Hollywood, Florida 33020

**ARTICLE VIII**

**SHAREHOLDERS MEETINGS**

1. Notwithstanding the provisions of Florida Statutes Section 607.0702(1)(b), special meetings of shareholders may be called by the shareholders of not less than forty percent (40%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting; in accordance with the provisions of such section.

2. Notwithstanding the provisions of Florida Statutes Section 607.0725, forty percent (40%) of the votes entitled to be cast on any matter before the shareholders constitutes a quorum for action on that matter.

3. Notwithstanding the provisions of Florida Statutes Section 607.0725, if a quorum is present, a majority vote of all shares represented at any meeting of shareholders and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE IX**

**ACTION BY SHAREHOLDERS WITHOUT A MEETING**

Notwithstanding the provisions of Florida Statutes Section 607.0704, shareholders shall not be entitled to take any action without a meeting that involves dissolution of the corporation under Florida Statutes Section 607.1402(6), or amendment of these Articles of Incorporation under Florida Statutes Section 607.1003(6).

**ARTICLE X**

**DIRECTORS MEETINGS**

Notwithstanding the provisions of Florida Statutes Section 607.0820(3), meetings of the board of directors may be called by any director or by any officer of the corporation.

The undersigned incorporator has executed these Articles of Incorporation this 8 day of September, 1998.

  
\_\_\_\_\_  
ANTHONY R. ASFUR

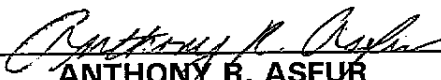
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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: **ASTON WORLDWIDE ANIMATION, INC.**
2. The name and address of the registered agent and office is:

**ANTHONY R. ASFUR**  
c/o Aston Entertainment Group, Inc.  
6497 Parkland Drive, Suite A  
Sarasota, Florida 34243

*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.*

  
\_\_\_\_\_  
**ANTHONY R. ASFUR**

9/8/98  
\_\_\_\_\_  
**DATE**

<sup>NEW YORK</sup>  
STATE OF ~~FLORIDA~~ )  
COUNTY OF ~~SARASOTA~~ <sup>MONROE</sup> ss.:

On the 8<sup>th</sup> day of September, 1998, before me personally came **ANTHONY R. ASFUR**, to me known to be the individual who executed the foregoing instrument and he acknowledged to me that he executed the same.

  
\_\_\_\_\_  
Notary Public

**DON H. TWIETMEYER**  
NOTARY PUBLIC IN THE STATE OF NEW YORK  
QUALIFIED IN MONROE COUNTY  
MY COM.M. EXPIRES OCT. 31, 1999  
REGISTRATION #4748240

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