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COST LIMIT : \$ 78.75

Patricia Poyt

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : July 18, 2001

ORDER TIME : 8:52 AM

ORDER NO. : 227545-005

CUSTOMER NO: 5020727

CUSTOMER: Kurt E. Grosman, Esq
Kurt E. Grosman, Attorney

1308 Lake Willisara Circle

Orlando, FL 32806

2001 JUL 19 AM 10:32
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TO AGEND, LEDGE
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: 452 CHELMSFORD ENTERTAINMENT
COMPANY

EFFECTIVE DATE:

800004485808--4

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

JS 7/19/01

EFFECTIVE DATE

7/17/01

ARTICLES OF INCORPORATION
OF

452 CHELMSFORD ENTERTAINMENT COMPANY

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION;
PRINCIPAL OFFICE ADDRESS; MAILING ADDRESS**

The name of this corporation shall be "452 Chelmsford Entertainment Company" The principal office address and mailing address of the corporation shall be **1000 Universal Studios Plaza, Building 22-A, Suite 245, Orlando, Florida 32819.**

ARTICLE II - DURATION

This corporation shall exist perpetually and shall be effective as of July 17, 2001.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid

for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be: **1308 Lake Willisara Circle, Orlando, Florida 32806**. The initial registered agent is: **Kurt E. Grosman**.

ARTICLE VI - INITIAL OFFICERS

The names and street addresses of the initial officers of the corporation, who shall hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Ed McMahon	1200 Crest Court Beverly Hills, CA 90210	Chairman, and Chief Executive Officer;
Ronald G. Seggi	3147 Blakely Drive Orlando, Florida 32835	President;
Pamela McMahon	1200 Crest Court Beverly Hills, CA 90201	Vice President;
Claudia S. Seggi	3147 Blakely Drive Orlando, Florida 32835	Secretary, and Treasurer.

ARTICLE VII - INITIAL DIRECTORS

The Board of Directors of this corporation shall consist of four (4) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and street addresses of the initial directors of the

corporation, who shall hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Ed McMahon	1200 Crest Court Beverly Hills, CA 90210;
Ronald G. Seggi	3147 Blakely Drive Orlando, Florida 32835;
Pamela McMahon	1200 Crest Court Beverly Hills, CA 90210;
Claudia S. Seggi	3145 Blakely Drive Orlando, Florida 32835.

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Street Address</u>
Kurt E. Grosman	1308 Lake Willisara Circle Orlando, Florida 32806.

ARTICLE IX - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such bylaws.

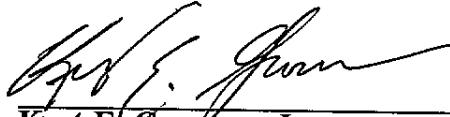
ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which such shareholder already holds, to purchase such shareholder's pro rata or any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of July, 2001.


Kurt E. Grosman, Incorporator (SEAL)

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing Articles of Incorporation were acknowledged before me this 17th day of July, 2001, by Kurt E. Grosman, who is personally known to me or who has produced Florida driver's license number _____ as identification.


Notary Public, State of Florida
My Commission Expires:



Virginia R Dyas
My Commission CC924886
Expires June 23, 2004

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED**

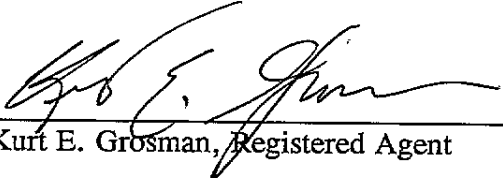
PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, **452 Chelmsford Entertainment Company**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named its **Registered Agent, Kurt E. Grosman of 1308 Lake Willisara Circle, Orlando, Florida 32806**, to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

DATED: July 17, 2001


Kurt E. Grosman, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA