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FLORIDA NON-PROFIT CORPORATION

DIGITAL MEDIA ALLIANCE FLORIDA, INC.

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**ARTICLES OF INCORPORATION  
OF**

**DIGITAL MEDIA ALLIANCE FLORIDA, INC.  
(A FLORIDA CORPORATION NOT FOR PROFIT)**

The undersigned acting as the incorporator of **DIGITAL MEDIA ALLIANCE FLORIDA, INC.** (the "Corporation") does hereby adopt the following Articles of Incorporation pursuant to the Florida Not For Profit Act, Chapter 617, Florida Statutes and states:

**ARTICLE I**

**NAME OF CORPORATION, MAILING ADDRESS AND PRINCIPAL OFFICE**

The name of this Corporation shall be **DIGITAL MEDIA ALLIANCE FLORIDA, INC.** The mailing and street address of the initial principal office of the Corporation shall be located at 690 Osceola Avenue, Suite 700, Winter Park, Florida 32789.

**ARTICLE II**

**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 690 Osceola Avenue, Suite 700, Winter Park, Florida 32789 and the name of the initial registered agent for the Corporation shall be Judson C. French, Jr.

**ARTICLE III**

**PURPOSES**

The purposes for which the Corporation is organized and shall be operated are as follows:

- (a) The Corporation is organized, and shall be operated exclusively for nonprofit purposes as a Business League as defined within Section 501(c)(6) of the Internal Revenue

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Code, or the corresponding section of any future federal tax code. Subject to the foregoing, the specific purposes of the Corporation are:

(1) to promote the growth and development and world-wide recognition of the digital media industry and the digital arts and entertainment industry in the State of Florida (collectively, the "Industry");

(2) to facilitate collaboration and partnerships between the Industry and governmental, military, educational, creative and financial organizations and professionals, to help strengthen the Industry and its workforce for global competition;

(3) to facilitate on-going dialogue on issues, priorities and topics of interest to and between all facets of the Industry;

(4) to increase and diffuse knowledge about the Industry locally, nationally and internationally, and provide information about national and world-wide developments in the digital media industry and the digital arts and entertainment industry;

(5) to create and distribute Industry related educational, research and training materials, and present and sponsor seminars, conferences, symposia, job fairs, trade shows, networking events, programs and meetings for parties engaged or interested in the Industry;

(6) to provide funding and support for education, research and publications relating to the Industry;

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(7) to help ensure the availability of a world-class workforce, resources and capital to strengthen the Industry, creating a supportive environment for entrepreneurial companies to start and grow, and for existing digital media and digital arts and entertainment companies to compete, grow and flourish;

(8) to be an advocate for, and lobby local, state and national governments on behalf of, the Industry; and

(9) to be a unifying force and liaison, and develop cooperative relationships, with and between other industry forums and associations in related industries and technologies for the benefit of the Industry.

(b) In furtherance of its purposes, the Corporation may accept and acquire, by gift, devise, or otherwise, donations, money and property of every kind, nature and description from any person, firm, or entity, and hold, manage, administer, use, or allocate the same as the Corporation and its Board of Directors shall determine; provided, however, that no part of the net earnings, if any, of the Corporation shall inure to the benefit of any person having a personal or private interest in the Corporation or of any substantial contributor to the Corporation or to the benefit of any member of his or her family or corporation controlled, either directly or indirectly, by him or her, except for any reasonable allowances for salaries actually rendered and/or for reimbursements in reasonable amounts of expenses actually incurred in attending to the affairs of the Corporation.

(c) The Corporation may engage in any other lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act which is not

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inconsistent with Section 501(c)(6) of the Internal Revenue Code or any other corresponding provision of any future United States Internal Revenue law.

(d) Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code or any other corresponding provision of any future United States Internal Revenue law.

#### ARTICLE IV

##### POWERS

This Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 517 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE V

##### NO MEMBERSHIP

This Corporation shall have members.

#### ARTICLE VI

##### TERM

This Corporation shall have perpetual existence unless sooner dissolved according to the law.

#### ARTICLE VII

##### NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is Judson C. French, Jr., 690 Osceola Avenue, Suite 700, Winter Park, Florida 32789.

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ARTICLE VIII  
BOARD OF DIRECTORS

Section 1. The number of directors constituting the initial Board of Directors shall be three (3). Thereafter, the number of directors constituting the Board of Directors and the manner of election of directors shall be as provided in the Bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors. The names and addresses of the initial Board of Directors are as follows:

Judson C. French Jr.

Strategic Services International, Inc.  
690 Osceola Avenue, Suite 700  
Winter Park, Florida 32789

Jeff Jensen

Transit Television Network  
544 Commodity Circle  
Orlando, Florida 32819

Michael J. Gerrity

MultiChannel Ventures, LLC  
1000 Universal Studios Plaza, Bldg. 22-A  
Orlando, Florida 32819

Section 2. The initial Board of Directors shall hold an organizational meeting, at the call of a majority of the directors, to complete the organization of the Corporation by appointing officers, adopting bylaws, and carrying on any other business brought before the meeting. The directors calling this meeting shall give at least three (3) days notice to each of the initial directors, stating the time and place of the organizational meeting. Nothing herein shall prohibit the directors from taking such action without a meeting if the action taken is evidenced by one or more written consents describing the action taken and signed by each of the initial directors.

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## ARTICLE IX

### DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earning or assets of this Corporation shall inure to the benefit of any individual, including any member, officer or director of this Corporation. When appropriate, the Board of Directors may determine to reasonably compensate any member of the Corporation in accordance with and commensurate with the labor, service or other endeavor performed by such person.

Section 2. In the event of dissolution, the assets remaining after payment and provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(6) of the Internal Revenue Code of 1986, or corresponding sections of any future law, or to the Federal, State, or local government for exclusive public purpose.

## ARTICLE X

### BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this Corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

## ARTICLE XI

### AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

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IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal this 31st day of December, 2002 for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

  
Judson C. French, Jr., Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of **DIGITAL MEDIA ALLIANCE FLORIDA, INC.**

  
Judson C. French, Jr.

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