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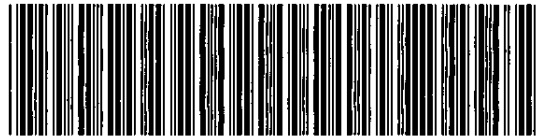
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01/18/08--01012--004 **78.75

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

1/22/08

Robert M. Cook
5029 Ledgewood Way
Orlando, FL 32821
(321) 436-9047

FILED
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DIVISION OF CORPORATIONS

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

RE: CENTRAL FLORIDA FILM FESTIVAL, INC.

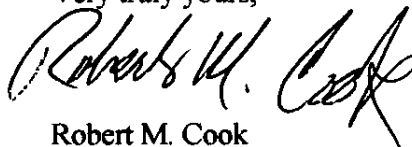
Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above-referenced **not-for-profit corporation** along with the Designation of and Acceptance by Registered Agent and my check in the amount of \$78.75 for the filing fee.

Also enclosed please find a copy of the Articles of Incorporation to be certified and returned to me at the address written above.

Thank you for your assistance in this matter.

Very truly yours,



Robert M. Cook

Enclosures: Original Articles of Incorporation
Copy of Articles of Incorporation
Check for \$78.75

**ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA FILM FESTIVAL, INC.
A Florida "Not for Profit" Corporation**

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DIVISION OF CORPORATIONS

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The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION: The name of the corporation is CENTRAL FLORIDA FILM FESTIVAL, INC.

PRINCIPAL OFFICE: The principal office of the corporation is located at 5029 Ledgewood Way, Orlando, FL 32821.

MAILING ADDRESS: The mailing address of the corporation is 5029 Ledgewood Way, Orlando, FL 32821.

REGISTERED AGENT: The name of the registered agent of the corporation is Robert M. Cook. The address of this registered agent is 5029 Ledgewood Way, Orlando, FL 32821.

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws. The initial Board of Directors are:

Robert M. Cook
5029 Ledgewood Way
Orlando, FL 32821

Virginia B. Cook
5029 Ledgewood Way
Orlando, FL 32821

Rick Pamplin
1000 Universal Studio Plaza
Bldg 22A Suite250
Orlando, FL 32819

Terry Chase Chenowith
290 Mosby Woods Drive
Newnan, GA 30265

Reuben Leder
7247 Darnoch Way
West Hills, CA 91307

INCORPORATOR: The name and address of the incorporator is: Robert M. Cook, 5029 Ledgewood Way, Orlando, FL 32821.

CORPORATE PURPOSES

A. The purpose of this Corporation is to engage in charitable and educational activities to foster the arts in the Central Florida area and to produce an annual film festival to inform, educate and expose the community and local filmmakers about the cultural value of independent films and related educational resources available;

B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

501(c)(3) LIMITATIONS

A. **CORPORATE PURPOSE:** Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

C. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

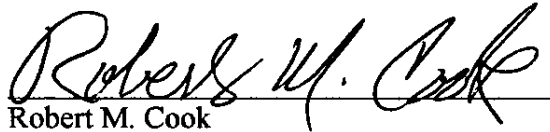
D. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

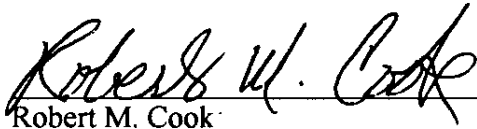
EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 16TH day of January, 2008.


Robert M. Cook

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Robert M. Cook

Date: 1-16-2008

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