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CHANDLER R. FINLEY, ESQ.

ADMITTED TO FLORIDA BAR CORRESPONDENT OFFICES
ADMITTED TO U.S. DIST. CT. SOUTHERN DIST. BAR ASSOCIATION
INTERNATIONAL BAR ASSOCIATION
AMERICAN IMMIGRATION LAWYERS ASSOCIATION
FEDERAL BAR ASSOCIATION

September 10, 1998

FILED
98 OCT -6 AM 10:52

SECRETARY OF STATE
"THE IMMIGRATION OFFICE"
TALLAHASSEE, FLORIDA
A LAW FIRM

CORRESPONDENT OFFICES
LONDON
PARIS
BRUSSELS
TORONTO

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*****78.75 *****78.75

Via Certified Mail Z062 820 643

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

**RE: ARTICLES OF INCORPORATION - FLORIDA MOTION PICTURE &
TELEVISION ASSOCIATION - GREATER DAYTONA BEACH CHAPTER, INC.**

Dear Sir/Madam:

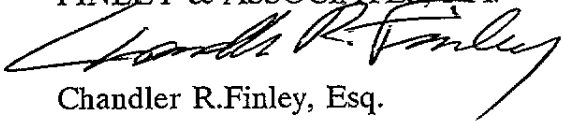
Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced non profit corporation. Upon filing, please return the "stamped" copy of the Articles of Incorporation to this office.

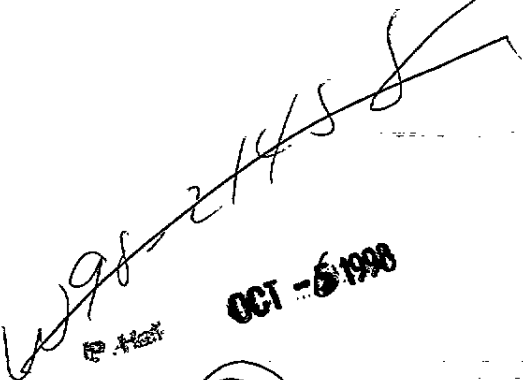
We also enclose a check in the amount of \$78.75 for payment of the filing fees.

Your prompt attention to this matter is appreciated.

Sincerely

FINLEY & ASSOCIATES, P.A.


Chandler R. Finley, Esq.
CRF/pz
Enclosure
c: P. Carroll


OCT -6 1998
(7)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 18, 1998

FINLEY & ASSOCIATES, P.A.
1645 PALM BEACH BLVD, SUITE 520
WEST PALM BEACH, FL 33401

SUBJECT: FLORIDA MOTION PICTURE & TELEVISION
ASSOCIATION/GREATER DAYTONA BEACH CHAPTER, INC.
Ref. Number: W98000021458

We have received your document for FLORIDA MOTION PICTURE & TELEVISION ASSOCIATION/GREATER DAYTONA BEACH CHAPTER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 498A00047417

SEP 23 1998

ARTICLES OF INCORPORATION
OF

FLORIDA MOTION PICTURE & TELEVISION ASSOCIATION/
GREATER DAYTONA BEACH CHAPTER, INC.

(A Florida Corporation Not-for-Profit)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles constitute the Articles of Incorporation of Florida Motion Picture & Television Association/ Greater Daytona Beach Chapter, Inc., a corporation not-for-profit organized under the laws of the State of Florida.

Article I
Name

The name of the Corporation is Florida Motion Picture & Television Association/ Greater Daytona Beach Chapter, Inc.

Article II
Purpose

The purposes for which the Corporation is formed are:

1. To promote the film, television and recording industries in the state of Florida and the Greater Daytona Beach District. To promote and support increased opportunities for the development of film, television and recording productions by Floridians, Florida based production companies, and residents of and for production related businesses in the Greater Daytona Beach District. To promote and encourage production in the state of Florida and the Greater Daytona Beach by providing information regarding skilled personnel and production assistance to Florida, the Greater Daytona Beach District, and non-Florida companies. To assist and collaborate with any and all other organizations and/or agencies desirous of achieving these purposes.

2. Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

3. This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3), or associations that qualify as

exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3), or associations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in and limited by these Articles.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), or associations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article III Duration

The term of existence of the Corporation is perpetual.

Article IV
Membership

Membership in the Corporation shall be as regulated by the Bylaws. Directors shall be elected or appointed in accordance with the Bylaws.

Article V
Principal Office and Mailing Address

The principal office address and the mailing address of the Corporation is 5414 Turton La. Port Orange, Florida 32127-5584.

Article VI
Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is 5414 Turton La. Port Orange, Florida 32127-5584, and the name of the initial registered agent of this corporation at that location is Paula A. Carroll.

Article VII
Directors and Officers

The Corporation shall be operated and managed by three directors, initially. The names and addresses of the initial directors and officers until the first election are:

<u>Name</u>	<u>Address</u>
Fernando Rio	1332 Fairway Avenue, Cremona Beach, FL 32174 - Director - Vice President
George Netsel	3168 S. Peninsula Dr. Daytona Beach, FL 32118 - Director - Treasurer
Paula A. Carroll	5414 Turton Lane, Port Orange, FL 32127 - Director, President-Secretary.

Article VIII
Incorporator

The name and address of the incorporator(s) hereof are as follows: Paula A. Carroll, 5414 Turton La., Port Orange, Florida 32127-5548.

Article IX
Commencement of Existence

The Corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation.

Article X
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have subscribed my name this 1st day of September, 1998.

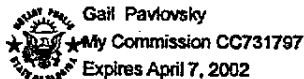
Paula A. Carroll
Incorporator
C64066726 8020
WGA

STATE OF FLORIDA
COUNTY OF Volusia

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Paula Carroll, who showed identification C64066726 8020 to me known to be the person described in and who respectively executed the foregoing instrument and who acknowledged before me that said person executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 1 day of Sept, 1998.

Gail Pavlovsky
Notary Public, State of Florida



CERTIFICATE OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

Having been named in the Articles of Incorporation of Florida Motion Picture & Television Association/ Greater Daytona Beach Chapter, Inc., as registered agent for such corporation at the address indicated in such Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Paula A. Carroll, Registered Agent

Date: 9/23/98

FILED
98 OCT -6 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA