

CAPITAL CONNECTION, INC.417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222**P00000014075***Prometheus Film & Technology,
Inc.*300003129223--5
-02/09/00--01038--018
*****70.00 *****70.00

Signature

Requested by:

LM 2/9 10:48

Name

Date

Time

Walk-In

Will Pick Up

✓ Art of Inc. File *Photo*

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

✓ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious

Corp Record Search

Officer Search

Fictitious Search

2/9 Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED

00 FEB -9 PM 12:19

RECEIVED

00 FEB -9 AM 11:02

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA*2.5*

ARTICLES OF INCORPORATION
OF

PROMETHEUS FILM & TECHNOLOGY, INC.

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

ARTICLE I - CORPORATION NAME

The name of the corporation shall be:

PROMETHEUS FILM & TECHNOLOGY, INC.

ARTICLE II - PURPOSE

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED shares (500) of "No Par Value" (\$0.00) Common Stock, which shall be designated "Common Shares."

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

The name and street address of the Initial Registered Agent of this corporation is:

BERNDT G PALME
1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

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TALLAHASSEE, FLORIDA

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time-to-time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

BERNDT G PALME
1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

ARTICLE VI - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE VII - INCORPORATOR(S)

The names and addresses of the incorporator(s) signing these Articles of Incorporation are as follows:

BERNDT G PALME
1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

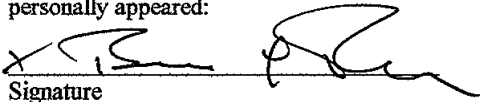
IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 7th Day of February, 2000.



STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:


Signature

KNOWN TO ME
Form of Identification

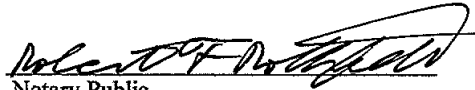
known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these Articles of Incorporation, that I relied upon the form(s) of identification of the above named person(s) as indicated opposite each name.

WITNESS my hand and official seal this 7th Day of February, 2000.

(SEAL)



ROBERT F ROTHFELD
My Commission CC537883
Expires Apr. 22, 2000


Notary Public
State of FLORIDA
My Commission Expires:

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida. PROMETHEUS FILM & TECHNOLOGY, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at:

1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

has named BERNDT G PALME, whose address is:

1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:



STATE OF FLORIDA

COUNTY OF OSCEOLA


BEFORE ME, the undersigned authority, this day personally appeared BERNDT G PALME, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 7th Day of February, 2000.

(SEAL)



ROBERT F ROTHFELD
My Commission CC537883
Expires Apr. 22, 2000


Notary Public
State of FLORIDA
My Commission Expires:

FILED
00 FEB -9 PM 12:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA