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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

FAMETEL, INC.

Certificate of Status	0
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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

FAMETEL, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and being Legal Counsel and authorized agent for the principals designated herein, files these ARTICLES OF INCORPORATION to form a CORPORATION FOR PROFIT under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be FAMETEL, INC. The company shall be free, in accordance with its business purposes, to seek trademarks, copyrights, or other proprietary registrations under the laws of these United States and the State of Florida utilizing this name.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be:

8251 Lake Serene Drive
Orlando, Florida 32836

In accordance with its business purposes, the company shall conduct entertainment, digital and multimedia production for Internet commerce applications and related activity.

ARTICLE III
CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of common stock at a par value of \$0.01 per share.

THIS DOCUMENT WAS PREPARED BY:
William L. Whitacre, Esq. Fla. Bar. No. 170693
1000 Universal Studios Plaza, Bldg. 22A, Ste. 247, Orlando, FL 32819
Tel: (407) 224-7533

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ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is:

William L. Whitacre
1000 Universal Studios Plaza
Building 22A, Suite 247
Orlando, FL 32819

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence unless voluntarily dissolved according to law prior to that time.

ARTICLE VI
INCORPORATOR

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

William L. Whitacre, Esquire
1000 Universal Studios Plaza
Building 22A, Suite 247
Orlando, Florida 32819-7610

ARTICLE VII
OFFICERS

The initial officers of the corporation who shall be appointed at the initial meeting of the corporation shall be:

President	John Baron Robertson
Secretary	David Lyons
Treasurer	David Lyons

The address of the above officers is:

8251 Lake Serene Drive
Orlando, Florida 32836

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ARTICLE VIII
DIRECTORS

There shall be two (2) directors initially. The number of directors may be changed from time to time in accordance with the By Laws, but the number of directors shall never be less than two (2).

Director: John Baron Robertson
Director: David Lyons

ARTICLE IX
PURPOSE

The purpose for which this corporation is formed is to conduct entertainment, digital and multimedia production for Internet commerce applications and related activity, including, but not limited to, the acquisition, development, production, and distribution of products and services, for maximum commercial exploitation throughout the universe.

In furtherance of its general purpose, the corporation shall be permitted to conduct all lawful business authorized under the laws of the State of Florida, and of the United States, as well as of the States therein, and the respective laws of other countries and territories throughout the world.

ARTICLE X
MANAGEMENT

The affairs of the corporation shall be managed by the Directors, in accordance with the By Laws and any other rules of procedure adopted at the initial meeting.

ARTICLE XI
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter amend or repeal these Articles of Incorporation shall be vested in the Shareholders by a fifty-one percent (51%) vote.

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MERGERS, ACQUISITIONS EXCEEDING \$200,000.00, SALES OF ASSETS
EXCEEDING \$100,000.00, and DISSOLUTION OF THE CORPORATION.

ARTICLE XVII
VOTING LISTS

The officer or agent having charge of the stock transfer books for the shares of this corporation shall make, at least ten (10) days prior to each meeting of Shareholders, a complete list of the Shareholders entitled to vote at such meeting, or any adjournment thereof, with the address of, the number, class and series, if any, of shares held by each. Such list shall be kept on file at the registered office of the corporation, with the Registered Agent, for a period of ten (10) days prior to such meeting and shall be subject to inspection by any Shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Shareholder at any time during the meeting.

The undersigned, as Legal Counsel and Incorporator, has executed these Articles of Incorporation this the 15th day of June, 2000.



William L. Whitacre
INCORPORATOR

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TOTAL P.07

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the Corporation is:

FAMETEL, INC.

2. The name and address of the registered agent and office is:

William L. Whitacre
1000 Universal Studios Plaza
Building 22A, Suite 247
Orlando, Florida 32819-7610



William L. Whitacre
INCORPORATOR

HAVING BEEN NAMED AS REGISTERED AGENT AND ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



William L. Whitacre
REGISTERED AGENT

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