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Pansler & Moody
ATTORNEYS AT LAW
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Civil Trial Practice
Medical Malpractice
Personal Injury
Wrongful Death
Products Liability
Commercial Litigation

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August 14, 2000

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

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for Kapow Entertainment, Inc.

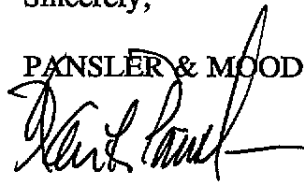
Dear Sir:

Enclosed is the original and one copy of Articles of Incorporation of the above referenced corporation. This is a for profit corporation. Also enclosed is our check in the amount of \$78.75 to cover the cost of filing and a certified copy of the filed Articles.

Thank you for your attention to this matter.

Sincerely,

PANSLER & MOODY, P. A.



Karl F. Pansler

KFP/lc
Enclosures

FILED
00 AUG 17 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-23

ARTICLES OF INCORPORATION
OF
KAPOW ENTERTAINMENT, INC.

FILED
00 AUG 17 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, do hereby certify that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of said corporation.

ARTICLE I

NAME

The name of this corporation shall be KAPOW ENTERTAINMENT, INC., and its principal place of business shall be in the City of Bartow, County of Polk, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted in which the corporation is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said corporation, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes, or the laws of any foreign state or jurisdiction, if applicable.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State

of Florida, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.

4. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations for profit.

5. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of

any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

6. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause, it shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL STRUCTURE

The capital stock of this Corporation shall be composed of one thousand (1,000) shares of stock with a par value of One Dollar (\$1.00). The capital stock shall be sold assigned, issued, and transferred only in accordance with the By-Laws of the corporation as the corporation may from time to time, make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same to the corporation and which shall be a lien thereon

superior to all other liens and claims of every character and all assignments or transfers of stock of this corporation shall be subject thereto. Corporate stock ownership shall be as follows:

<u>Name</u>	<u>Percent</u>
Tim Register (President)	Thirty Percent 30%
Karl Pansler (Secretary, Comptroller, Legal Counsel)	Thirty Percent 30%
Gregg Adams (Vice-President)	Thirty Percent 30%
Michael Hofstein (Vice-President)	Ten Percent 10%

[THERE ARE NO OTHER SHAREHOLDERS]

ARTICLE IV

CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This article may be amended from time to time in the By-Laws of the corporation by a majority vote of the stockholders of the corporation.

ARTICLE V

EXISTENCE

This corporation shall have perpetual existence unless dissolved in a manner provided by law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be located in the City of Bartow, County of Polk, State of Florida, and the mailing

address of said principal office of the corporation shall be Post Office Box 246, 575 N. Broadway, Bartow, FL 33831.

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors of the corporation shall be not less than one (1) nor more than four (4.)

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of each of the Directors, subject to the By-Laws, who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Karl F. Pansler	575 N. Broadway Bartow, Florida 33830
Tim Register	2010 Windward Pass Lakeland, FL 33813
Michael Hofstein	3350 Berry Drive Studio City, CA 91604
Gregg Adams	6562 Cherry Tree Lane Atlanta, GA 30328

ARTICLE IX

INITIAL REGISTERED OFFICE

The street address of the initial registered office is 575 North Broadway, Bartow, Florida 3830 and the name of the initial registered agent at that office is Karl F. Pansler.

ARTICLE X

INCORPORATORS

The names and post office addresses of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Karl F. Pansler	Post Office Box 246 Bartow, FL 33831

ARTICLE XI

OFFICERS

The officers of the corporation are those set forth in Article III.

ARTICLE XII

RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the shareholders in the corporation may not be resold or otherwise transferred to other persons without the written consent of all of the shareholders or unless first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of the corporation.

This Article shall not be interpreted as a restriction of the right of any shareholder to have his/her entire stock holding redeemed by the corporation. A subsequent and properly executed Shareholders' Agreement by all the shareholders is deemed to override any provision herein contrary to such Agreement.

ARTICLE XIII

GENERAL PROVISIONS

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a stockholder or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

The corporation shall indemnify any and all stockholders or officers, or any person who may have served at its request as a stockholder or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been stockholders or officers, or a stockholder or officer of the corporation, or of such other corporation, except in relation to matters as to which any such stockholder or officer or former stockholder or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed adjudication that such stockholder or officer or person is liable for negligence or misconduct in the performance of his duties, if such stockholder or officer or person was acting in good faith in which he considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal.

In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of stockholders or of any disinterested committee or group of persons to whom the question may be referred by the stockholders, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for, or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders, or otherwise.

WE, the undersigned, being the original subscribers and incorporators of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of KAPOW ENTERTAINMENT, INC.

WITNESS our hands and seals this 15th day of August, 2000.

Karl F. Pansler

Karl F. Pansler

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this 15th day of August, 2000.
before me personally came Karl F. Pansler, known to me personally and
to me known to be the individuals described in and who executed the
within and foregoing Articles of Incorporation, and they acknowledged
before me that they executed the same for the purposes therein
expressed.

WITNESS my hand and official seal at Lakeland, Florida, the day and
year last above written.

Lisa Michelle Carlini
NOTARY PUBLIC
LISA MICHELLE CARLINI

My Commission Expires:

October 20, 2002



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That KAPOW ENTERTAINMENT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Bartow, County of Polk, State of Florida, has named Karl F. Pansler, located at 575 North Broadway, Bartow, Florida 33830, as its agents to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Karl F. Pansler
Resident Agent

FILED
00 AUG 17 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA