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**LAW OFFICES OF LAWRENCE H. HABER, P.A.**

**Post Office Box 470171**

**Celebration, Florida 34747-0171**

**Telephone 407-566-0181**

**Facsimile 407-566-0182**

September 1, 2000

Secretary of State  
Corporate Division  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: BIG KAST HOLDINGS, INC.  
Florida - 2000

Dear Sir/Madam:

Please find enclosed in duplicate the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75 to cover the costs of incorporation.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything that is not in order, please call me.

Sincerely yours,



Lawrence H. Haber

LHH/fmc  
Enclosures

**EFFECTIVE DATE**  
09-01-00

FILED  
00 SEP - 5 PM  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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ARTICLES OF INCORPORATION  
of  
BIG KAST HOLDINGS, INC.

FILED  
00 SEP -5 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this corporation is BIG KAST HOLDINGS, INC.

ARTICLE II. - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III. - PURPOSE

This corporation is organized for the following purposes:

1. To operate a business engaged in all aspects of media production and support services.
2. To transact any and all lawful business.

ARTICLE IV. - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V. - CAPITAL STOCK

EFFECTIVE DATE  
09-01-00

- A. This corporation is authorized to issue 50,000,000 shares of \$1.00 par value common stock, which shall be designated "common shares."
- B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street address of the principal office of this corporation is 6355 Metrowest Boulevard, Suite 280, Orlando, Florida 32835 and the name and address of the initial registered agent of this corporation is Lawrence H. Haber, Esquire, Law Offices of Lawrence H. Haber, P.A., 931 Jasmine Street, Celebration, Florida 34747, which office shall serve as the registered office of the corporation.

ARTICLE VII. - INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) 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 two (2) or more than five (5). The name and address of the initial directors of this corporation are:

Steve Johnston  
6355 Metrowest Boulevard  
Suite 290  
Orlando, Florida 32835

Brian McCourt  
6355 Metrowest Boulevard  
Suite 290  
Orlando, Florida 32835

Tyler Stowell  
6355 Metrowest Boulevard  
Suite 290  
Orlando, Florida 32835

Kenneth Taht  
6355 Metrowest Boulevard  
Suite 290  
Orlando, Florida 32835

Gary Turchin  
6355 Metrowest Boulevard  
Suite 290  
Orlando, Florida 32835

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Lawrence H. Haber, Esquire  
931 Jasmine Street  
Celebration, Florida 34747

#### ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

#### ARTICLE X. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

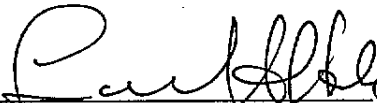
#### ARTICLE XI. - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

#### ARTICLE XII. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

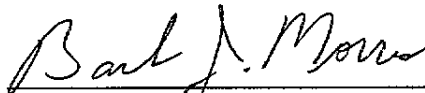
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of September 2000.

  
Lawrence H. Haber, Incorporator (SEAL)

STATE OF FLORIDA  
COUNTY OF ORANGE OSC 20/9

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared LAWRENCE H. HABER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 1<sup>st</sup> day of September 2000.

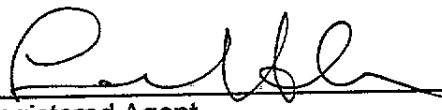
  
Notary Public, State of Florida  
My Commission Expires:



Barbara J Morris  
My Commission CC929707  
Expires May 01, 2004

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, 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.

  
\_\_\_\_\_  
Registered Agent

**FILED**  
00 SEP -5 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA