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FLORIDA PROFIT CORPORATION OR P.A.

VARAMATION, INC.

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Page Count	07
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE

**Katherine Harris
Secretary of State**

January 23, 2001

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

VARAMATION, INC.

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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 VARAMATION, 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:

1106 Connecticut Avenue
St. Cloud, Florida 34769

In accordance with its business purposes, the company shall conduct entertainment, animation and multimedia production and related activity at its principal place of business.

ARTICLE III
CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock at a par value of \$0.01 per share.

THIS DOCUMENT WAS PREPARED BY:
Scott M. Goldberg, Esq. Fla. Bar No. 100005
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:

Jeffrey J. Varab
1106 Connecticut Avenue
St. Cloud, Florida 34769

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:

Scott M. Goldberg, 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	Jeffrey J. Varab
Secretary	Jeffrey J. Varab
Treasurer	Jeffrey J. Varab

The address of the above officers is:

1106 Connecticut Avenue
St. Cloud, Florida 34769

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ARTICLE VIII
DIRECTORS

There shall be one (1) director 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 one (1).

Director: Jeffrey J. Varab

ARTICLE IX
PURPOSE

The purpose for which this corporation is formed is to conduct entertainment, animation and multimedia production, and related activity, including, but not limited to, the acquisition, development, production, and distribution of animated and multimedia products, and any ancillary products thereto in all media 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 Director(s), 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.

ARTICLE XII
PREEMPTIVE RIGHTS

Each Shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of

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shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII **INDEMNIFICATION**

The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Florida Statutes.

ARTICLE XIV **AMENDMENT OF BY LAWS**

The power to adopt, alter, amend or repeal the By Laws of this corporation shall be vested in the Shareholders by a fifty-one (51%) vote.

ARTICLE XV **SHAREHOLDER QUORUM AND VOTING**

Only fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Shareholders.

ARTICLE XVI **GREATER SHAREHOLDER VOTING REQUIREMENTS**

The affirmative vote of sixty-six percent (66%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: **MERGERS, ACQUISITIONS EXCEEDING \$200,000.00, SALES OF ASSETS EXCEEDING \$100,000.00, and DISSOLUTION OF THE CORPORATION.**

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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 23rd day of January, 2001.


Scott M. Goldberg
INCORPORATOR

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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:

VARAMATION, INC.

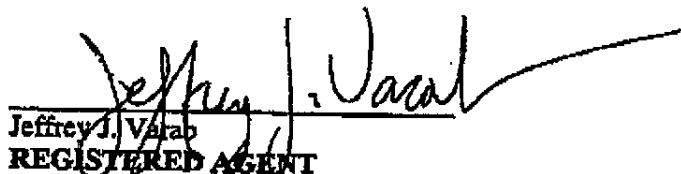
2. The name and address of the registered agent and office is:

Jeffrey J. Varab
1106 Connecticut Avenue
St. Cloud, Florida 34769


Scott M. Goldberg
INCORPORATOR

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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.


Jeffrey J. Varab
REGISTERED AGENT

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