

P01000014793

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON  
PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW  
www.katzlaw.com

Orlando Office

Suite 900  
111 North Orange Avenue  
ORLANDO, FL 32801  
(407) 841-7100  
fax (407) 648-0660

Tallahassee Office

12<sup>th</sup> Floor  
106 East College Avenue  
TALLAHASSEE, FL 32301  
(850) 224-9634  
fax (850) 222-0103

Miami Office

Suite 409  
2999 NE 191<sup>st</sup> Street  
AVENTURA, FL 33180  
(305) 932-0996  
fax (305) 932-0972

Washington, DC Office

Suite 750  
801 Pennsylvania Avenue, NW  
WASHINGTON, D.C. 20004  
(202) 393-1132  
fax (202) 624-0659

FILED  
01 FEB -8 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Reply to: Tallahassee Office

February 8, 2001

500003661915--8  
-02/08/01--01085--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

**Via Hand Delivery**

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

500003661915--8  
-02/08/01--01085--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Watermark Entertainment Group, Inc. - Formation of a Florida Profit Corporation

Dear Division of Corporations:

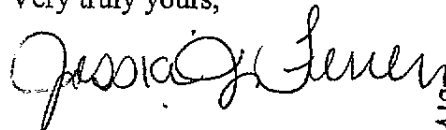
I have enclosed for filing an original and a copy of the Articles of Incorporation for Watermark Entertainment Group, Inc.

Please file the Articles, and certify one copy. Our messenger will pick up the certified copy tomorrow afternoon.

I have enclosed a check in the amount of \$<sup>2875</sup>~~2875~~ for the filing and certification fees.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

Very truly yours,



Jessica J. Ferreri  
Assistant to Junious D. Brown III

Enclosures

RECEIVED  
01 FEB -8 PM 12:44  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**WATERMARK ENTERTAINMENT GROUP, INC.**

**FILED**  
01 FEB -8 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of this Corporation shall be:

**Watermark Entertainment Group, Inc.**

**ARTICLE II - Principal Office**

The address of the principal office and the mailing address of the Corporation are 414 N. Ferncreek Avenue, Orlando, Florida 32803.

**ARTICLE III - Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - Capital Stock**

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.001 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

**ARTICLE V - Term of Existence**

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Agent and Street Address

The street address of the initial registered office of this Corporation is 414 N. Ferncreek Avenue, Orlando, Florida 32803 and the name of the initial registered agent of this Corporation at that address is S. Keith Peterson.

ARTICLE VII - Directors

A. The initial number of Directors of this Corporation shall be three.

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation, or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
W. Thomas Dyer	414 N. Ferncreek Avenue Orlando, FL 32803
S. Keith Peterson	414 N. Ferncreek Avenue Orlando, FL 32803
Dixon Taylor	1029 Rosedale Rd., NE Atlanta, GA 30306

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

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

<u>Name</u>	<u>Street Address</u>
S. Keith Peterson	414 N. Ferncreek Avenue Orlando, FL 32803

The incorporator of this Corporation assigns to this Corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of the Corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

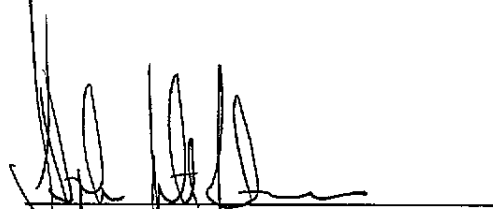
ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII - Affiliated Transactions

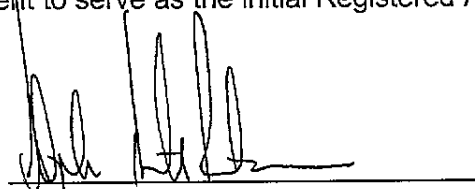
This Corporation expressly elects not to be governed by the provisions of Florida Statute Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day of February, 2001.

  
S. Keith Peterson

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Watermark Entertainment Group, Inc.



S. Keith Peterson

Date: February 7, 2001

**FILED**  
01 FEB - 8 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA