



LAW OFFICES OF LAWRENCE H. HABER, P.A.  
 Post Office Box 470171 Celebration, Florida 34747-0171  
 Office: 407-566-0181 Facsimile: 407-566-0182  
 E-Mail: larry.haber@celebration.fl.us

PO1000026830

February 15, 2001

Secretary of State  
 Registration Section  
 Division of Corporations  
 Post Office Box 3627  
 Tallahassee, Florida 32314

200003789682--4  
 -02/28/01--01065--016  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: eMedia Solutions, Inc.  
 Florida - 2001

EFFECTIVE DATE  
 02/23/01

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 us.

Sincerely yours,

*Lawrence H. Haber*

Lawrence H. Haber

FILED  
 01 FEB 28 AM 10:35  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

LHH/tak  
 Enclosures

Tarik GAVE

AUTHORIZATION BY PHONE TO

CORRECT Name

DATE 3/15

BY LeB

*LeB*  
 3/15

601-4932

(6)



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 5, 2001

LAW OFFICES OF LAWRENCE H HABER PA  
PO BOX 470171  
CELEBRATION, FL 34747-0171

SUBJECT: EMEDIA SOLUTIONS, INC.  
Ref. Number: W01000004932

We have received your document for EMEDIA SOLUTIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock  
Document Specialist

Letter Number: 701A00013340

FILED

01 FEB 28 AM 10:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

eMEDIA SOLUTIONS OF CENTRAL FLORIDA, INC.

EFFECTIVE DATE  
02/23/01

ARTICLE I - NAME

The name of this corporation is eMEDIA SOLUTIONS OF CENTRAL FLORIDA, 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 the production of film and television and other related media.
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

- A. This corporation is authorized to issue 1,000 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 mailing address and street address of the principal office of the corporation is 3416 Gulf Breeze Parkway, Gulf Breeze, Florida, 32561 and the name of the initial registered agent of this corporation and the address of the initial registered office of the corporation are: Lawrence H. Haber, Esquire, 931 Jasmine Street, Celebration, Florida 34747-0171.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) 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 one or more than fifteen. The names and addresses of the initial directors of this corporation is:

Kevin Berg  
3416 Gulf Breeze Parkway  
Gulf Breeze, FL 32651

Dan Young  
111 Legends Lane  
Marblehead, OH 43440

Ben Colosky  
Post Office Box 564  
Sylvania, OH 43560

Lawrence Haber  
Post Office Box 470171  
Celebration, FL 34747

## ARTICLE VIII - INCORPORATOR

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

Lawrence H. Haber  
Post Office Box 470171  
Celebration, FL 34747-0171

## 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

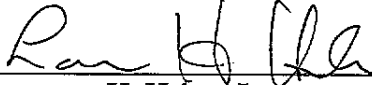
Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

## 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.

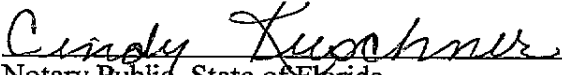
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of February 2001.

 (SEAL)  
Lawrence H. Haber, Incorporator

STATE OF FLORIDA  
COUNTY OF OSCEOLA

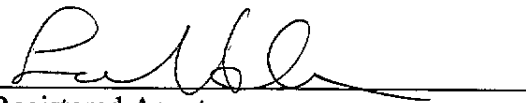
BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Lawrence H. Haber, Esquire, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 23 day of February 2001.

  
Notary Public, State of Florida  
My Commission Expires: 2-7-03

**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  
01 FEB 28 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA