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	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
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	OTHER FILINGS
	Annual Reports
	Fictitious Name
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ARTICLES OF INCORPORATION
OF
INTERNATIONAL MEDIA ARTS, INC.

The undersigned, **CHRISTOPHER R. QUALMANN,** being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation pursuant to the laws of the State of Florida, acting on behalf of the board of directors of the Corporation, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

Article I

Name and Principal Business Address

The name of this corporation shall be **INTERNATIONAL MEDIA ARTS, INC.** (the "Corporation"), and the principal business address for the Corporation shall be 2430 Fulton Road, Kissimmee, Florida 34744.. The Corporation may transact business at other locations determined from time to time by the Corporation's Board of Directors.

Article II

Commencement of Corporate Existence

This Corporation shall commence corporate existence on the date of receipt of these articles by the Florida Department of State, Division of Corporations, and this Corporation shall have perpetual existence unless sooner dissolved according to law.

Article III

General Purposes: General Powers

The general purposes of this Corporation shall include, but not be limited to, engaging in services and activities relating television and motion picture production, multimedia development, entertainment production, and the transaction of any and all other lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to and use its credit to assist its officers and employees.

(e) To file for, perfect, purchase or otherwise acquire letters patent, copyrights, trademarks, or service marks (hereinafter collectively referred to as "Intellectual Property"), concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any Intellectual Property rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any copyrights, trademarks, service marks, patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business that its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

Article IV

Capital Stock

1. Number and Class of Shares Authorized; Par Value. This Corporation is authorized to issue One Thousand (1,000) shares of voting common stock, having a par value of One Cent ($0.01) per share.

2. Voting Rights. The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash, promissory note or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation of such property or services as shall be determined by the Board of Directors.

4. **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 by-laws of this Corporation.

5. **Preemptive Rights.** Pursuant to Florida Statute §607.0630, the Corporation elects to have preemptive rights.

Article V

Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at 283 Cranes Roost Boulevard, Suite 111, Altamonte Springs, Florida 32701, and the registered agent at that address shall be **CHRISTOPHER R. QUALMANN** (both the initial registered office and initial registered agent are subject to change, from time to time, without amendment to these articles of incorporation).

Article VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of one (1) director. The number of directors of the Corporation shall be specified from time to time by the By-Laws, provided, however, that the number of directors shall never be less than one (1). The name and mailing address of the initial director of this Corporation is:

Brent Kingston
2430 Fulton Road
Kissimmee, Florida 34744

Article VII

Incorporator

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

Christopher R. Qualmann
283 Cranes Roost Blvd., Suite 111
Altamonte Springs, FL 32701

Article VIII

By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and/or the Shareholders.

Article IX

Indemnification

The Corporation shall indemnify every person who was or is a party or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, agent, or controlling shareholder of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent, or trustee of another Corporation, partnership, joint venture, trust employee benefit plan, or other enterprise, against expenses (including counsel fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the full extent permitted by applicable law. Such indemnification may, in the discretion of the Board of Directors, include advances of his expenses in advance of the final disposition of such action, suit or proceeding, subject to the provisions of any applicable statute.

Article X

Amendments

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.

Article XI

Headings and Captions

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned **CHRISTOPHER R. QUALMANN** does hereby make and file these Articles of Incorporation for **INTERNATIONAL MEDIA ARTS, INC.** declaring and certifying that he has full power and authority on behalf of the Corporation's Board of Directors to execute these Articles of Incorporation; that the facts stated herein are true; and that he does hereby subscribe thereto and hereunto set his hand and seal this 3d day of JUNE, 2003.

CHRISTOPHER R. QUALMANN
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.325, Florida Statutes, the following is submitted:

INTERNATIONAL MEDIA ARTS, INC., desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with the mailing address for its principal place of business located at 2430 Fulton Road, Kissimmee, Florida 34744, has named and designated **CHRISTOPHER R. QUALMANN,** with his registered office located at 283 Cranes Roost Blvd., Suite 111, Altamonte Springs, FL 32701, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for **INTERNATIONAL MEDIA ARTS, INC.,** (the "Corporation") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.325, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

DATED this 3d day of JUNE, 2003.

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TALLAHASSEE FLORIDA

CHRISTOPHER R. QUALMANN

By: Christopher R. Qualmann
Registered Agent