

PO40000148706

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000215592 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

04 OCT 23 PM 12:49

FLORIDA PROFIT CORPORATION OR P.A.

blue realm pictures, inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

H04000215592

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

04 OCT 92 PM 12:49

(7)

Blue Realm Pictures, Inc.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and being an 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 Blue Realm Pictures, 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:

6045 Adele Street
Cocoa, Florida 32927

ARTICLE III
CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock at a par value of \$0.01 per share.

ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jon Anton Walters
6045 Adele Street
Cocoa, Florida 32927

H04000215592

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
1000 Universal Studios Plaza
Bldg. 22A, Suite 247
Orlando, FL 32819

ARTICLE VII
OFFICERS

The initial officers of the corporation who shall be appointed at the initial meeting of the corporation shall be:

President:	Jon Anton Walters
Secretary:	Jon Anton Walters
Treasurer:	Jon Anton Walters

The address of the above officers is:

6045 Adele Street
Cocoa, Florida 32927

ARTICLE VIII
DIRECTORS

There shall be one (1) director initially, and the director shall adopt the initial By Laws of this corporation. The number of directors may be changed from time to time in accordance with the By Laws, but at no time shall there ever be less than one (1) director.

Director:	Jon Anton Walters
-----------	-------------------

ARTICLE IX
PURPOSE

The purpose for which this corporation is formed is to conduct entertainment, film, television, and multimedia development and production, and any and all related activities and ancillary products thereto, in all media now known or hereafter devised 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 Board of Directors, who shall also be responsible for issuing shares of stock, in accordance with the By Laws and any other rules of procedure adopted at the initial meeting.

ARTICLE XI
AMENDMENT OF ARTICLES

This corporation and its Board of Directors reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any rights 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 Board of Directors.

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 shares he or she 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 Board of Directors.

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 entitled to vote of this corporation 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.

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, 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 Incorporator of this corporation has executed these Articles of Incorporation on this the 28th day of October, 2004.


SCOTT M. GOLDBERG
INCORPORATOR

HD4 000215592

Blue Realm Pictures, Inc.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Chapter 607, 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:

Blue Realm Pictures, Inc.

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

Jon Anton Walters
6045 Adele Street
Cocoa, Florida 32927


SCOTT M. GOLDBERG
INCORPORATOR

04 OCT 23 PM 12:49

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.


JON ANTON WALTERS
REGISTERED AGENT

HD4000215592