

P95000000241

of
William L. Whitacre

17 SOUTH MAGNOLIA AVENUE ORLANDO, FLORIDA 32801
TELEPHONE (407) 422-4469 FACSIMILE (407) 841-3941

December 27, 1994

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000001366750
-01/03/95--01012--018
****122.50 ****122.50


Re: Atlantic Coast Group, Inc.

Enclosed please find an original and one copy of the Articles of Incorporation for the above for profit corporation, and a check in the amount of \$122.50 for the filing fees.

Thank you for your assistance in filing same and returning a certified copy to:

William L. Whitacre
17 South Magnolia Avenue
Orlando, Florida 32801
(407) 422-4469

Very truly yours,


William L. Whitacre

94 DEC 30 PM 2:25
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Happy Holidays

BUSINESS AND ENTERTAINMENT REPRESENTATION AND LITIGATION

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
ATLANTIC COAST GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be *ATLANTIC COAST GROUP, Inc.*

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be:

4852 Cypress Woods Drive, #231
Orlando, Florida 32711

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares at a par value of \$1.00 per share.

**ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

William L. Whitacre, Esquire
17 South Magnolia Avenue
Orlando, Florida 32801

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence unless voluntarily dissolved according to law.

ARTICLE VI
INCORPORATOR

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

William L. Whitacre, Esquire
17 South Magnolia Avenue
Orlando, Florida 32801

ARTICLE VII
OFFICERS

The initial officers of the corporation shall be:

President and Treasurer:	Lee Fleming
Vice President:	Justin Purser
Secretary:	Scott Flynn

ARTICLE VIII
DIRECTORS

There shall be four directors initially. The number of directors may be

changed from time to time in accordance with the By Laws. The initial Directors shall be:

Lee Fleming: Director
Scott Flynn: Director
Justin Purser: Director
Dan Ketterman: Director

**ARTICLE IX
PURPOSE**

The purpose for which this corporation is formed is to conduct all lawful business authorized by the State of Florida and the laws of the United States, including, but not limited to the following:

The acquisition and development of original entertainment material for commercial exploitation in all media throughout the universe.

**ARTICLE X
MANAGEMENT**

The affairs of the corporation shall be managed by the Board of Directors in accordance with the rules of procedure adopted by the Board of Directors at the initial meeting of the Board.

The undersigned has executed these Articles of Incorporation this 27th day of December, 1994.



William L. Whitacre
Incorporator

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.

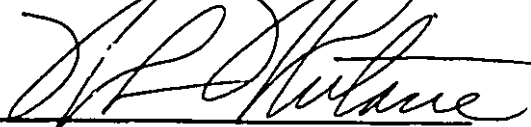
1. The name of the Corporation is *ATLANTIC COAST GROUP, Inc.*
2. The name and address of the registered agent and office is:

William L. Whitacre, Esquire
17 South Magnolia Avenue
Orlando, Florida 32801



William L. Whitacre, Incorporator
December 7, 1994

HAVING BEEN NAMED AS REGISTERED AGENT AND TO 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.



William L. Whitacre, Registered Agent
December 7, 1994