

ALLIED ARTISTS INC.

**P95000016477**

February 20, 1995

Florida Department of State  
Division of Corporations  
Room 2002  
P.O. Box 6327  
Tallahassee, Florida 32314

400001416544  
-02/27/95--01102--017  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

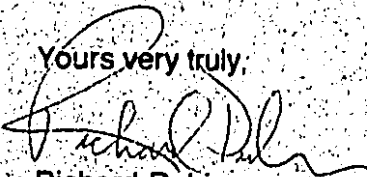
Attached herewith please find Articles of Incorporation for Arcade Visuals, Inc. together with Certificate designating the Resident Agent.

Our check in the amount of \$122.50 is also enclosed to cover the following:

Filing Fee	35.00
Certificate of Resident Agent	35.00
Certified Copy of Charter	<u>52.50</u>
	122.50

Please expedite this matter.

Yours very truly,

  
Richard Dubin

RJD/jb

encl.

*6002 2/28/95  
P95-16477*

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1995 FEB 27 PM 2:04

ARTICLES OF INCORPORATION  
of  
ARCADE VISUALS, INC.

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1995 FEB 27 PM 2:04  
STATE OF FLORIDA  
TALLAHASSEE

We, the undersigned Incorporators, hereby associate ourselves together, and make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, this Certificate of Incorporation for the purpose of forming a Corporation for profit in accordance with the Laws of the State of Florida.

I

The name of this Corporation is: Arcade Visuals, Inc.

II

The general nature of the business to be transacted by the Corporation shall be as follows:

1. Motion picture production.
2. Forming business relationships with intent to produce motion pictures.
3. To deal generally in production of visual and written creative forms.
4. To contract with individuals and organizations, both foreign and domestic.
5. To borrow and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes,

bills of exchange, debentures, and other obligations and evidences of indebtedness, whether secured by mortgage or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired or any other lawful objects.

6. To enter into, engage in, buy, sell, and otherwise deal in personal property of any description whatsoever; the purchase, sale or dealings in of which shall be deemed for the best interests of the Corporation.

7. To enter into partnership with other persons, firms or corporations, as fully as could be done by a natural person.

8. To purchase, hold, sell and transfer shares of its own capital stock; provided that no such Corporation shall purchase its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

9. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights, and trademarks and any licenses or other rights or interest therein and thereunder.

10. To make contracts, and to adopt the use of a common seal, to alter the same at pleasure.

11. To employ generally agents whether stockholders or Officers of this Corporation or otherwise.

12. To pay a yearly management fee to any officer or director of this Corporation, or any other person or firm, based

upon the approval of the Board of Directors, in an amount commensurate with the amount of time required to perform the duties necessary for the conduct of the Corporation's business. The person or firm so selected shall not be considered an employee of the Corporation, and shall agree to be personally responsible for payment of Income and Self-employment Taxes on the amount paid to him/her by this Corporation. Such person or firm shall not be restricted from representing others.

13. The foregoing clauses shall be construed both as objects and as powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit the powers of the Corporation, and each power and object shall be construed as if named separately and alone and shall not be limited in any way because of the naming of any other power or object.

### III

The maximum shares of stock which said Corporation is authorized to have outstanding at any time is Sixty Shares of Common Stock of no par value, all of said shares being without distinction as to class.

Each voting share shall entitle the holder thereof to one (1) vote at any meeting of stockholders. Any additional shares issued can be non-voting, to be determined at a meeting of the Board of Directors. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Incorporators or by the Board of Directors at a meeting called for such purpose. All stock when issued and fully

paid for shall be non-assessable.

IV

The amount of capital which the Corporation shall begin business with shall be One Thousand (\$1,000.00) Dollars.

V

The Corporation shall have perpetual existence.

VI

The post office address of the principal office of this Corporation is to be: 1000 Universal Studios Plaza, Orlando, Florida, 32819, but such Corporation may have other branch offices to transact business in Orange County, in the State of Florida, or in a foreign country, as the Board of Directors of such Corporation shall deem advisable.

VII

There shall be a Board of Directors for this Corporation which shall consist of not less than two (2) nor more than five (5), the number of the same to be fixed by the Board of Directors or by the Corporate By-laws. Each of said Directors shall be of full age, and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the Directors, qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors; subject to the By-laws, if any, adopted by the stockholders, the Directors may make or revise the By-laws, and meetings of the Directors may be held within or without the State of Florida. Directors need not be stockholders.

### VIII

The names of the members and their respective post office addresses of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Richard J. Dubin	Director	3848 Floyd Road Tampa, FL 33624
Daniel R. Myrick	Director	2213 Metropolitan Way Orlando, FL 32839

### IX

The names and post office addresses of each subscriber of this Certificate of Incorporation and the number of shares of stock which each subscriber of stock agrees to take, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Richard J. Dubin	same as above	3
Daniel R. Myrick	same as above	3

### X

The following special provisions, powers, privileges and limitations shall be applicable to and govern this Corporation. The time and place of the annual stockholders meeting shall be the third Monday of February, following the end of the year, at the principal office of the Corporation, unless otherwise fixed by the By-laws, and any stockholder may waive notice thereof either before or after the meeting. The Board of Directors shall

be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board may be filled by the Board for the unexpired term.

This Corporation shall have a President, or co-presidents, one or more Vice Presidents, a Secretary and a Treasurer and such other officers as the Board of Directors may provide. Only the President need be a Director. Any person may hold two or more offices, except that the President shall not be also the Secretary or an assistant Secretary of the Corporation. Officers need not be stockholders.


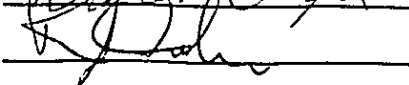
Officers other than Directors shall be elected by the Directors at the first meeting next after the annual meeting of the stockholders, or as soon thereafter as may be. Each Officer and each Director shall hold office until the successors respectively shall be elected and qualified. The duties, powers and functions of the Officers and Board of Directors shall be such as usually devolve upon such Officers unless otherwise prescribed by the By-laws.

No contract or other transaction between this Corporation and any other Corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that

he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a Director or Officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other Corporation or not so interested.

No stockholder in this Corporation shall sell the stock owned by him or her in this Corporation, or any part thereof without first offering the same, in writing, to the other stockholders, through the Board of Directors, who shall have the first option to purchase said stock pro rata at a value per share, not to exceed the Book Value of the Capital Stock (and Surplus, if any) as of the end of the Fiscal Year immediately preceding the date of the sale or transfer; the same value shall apply to any gift, sale or transfer; or in the event of the death of a stockholder.

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals, acknowledged and filed the foregoing Certificate of Incorporation under the Laws of the State of Florida, this 20th day of February, 1995.

 (Seal)  
 (Seal)

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH



Before me, the undersigned authority, on this 20th day of February, 1995, personally appeared Richard J. Dubin and Daniel R. Myrick, to me well known to be the persons described in and who signed the foregoing Certificate of Incorporation, and they acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

(SEAL)

*Pegge Parker* (NOTARY PUBLIC)  
PEGGE PARKER



STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with  
Chapter 48.091, Florida Statutes:

ARCADE VISUALS, INC.

a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 1000 Universal Studios Plaza in the City of Orlando, County of Orange, State of Florida has named Richard J. Dubin located at 3848 Floyd Road, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this State.

OFFICERS;

NAME	TITLE	SPECIFIC ADDRESS
Richard J. Dubin	Co-President Director	3848 Floyd Road Tampa, FL 33624
Daniel R. Myrick	Co-President Director	2213 Metropolitan Way Orlando, FL 32839

DIRECTORS:

SPECIFIC ADDRESS

SAME AS LISTED ABOVE

BY

(Corporate Officer)



**ACCEPTANCE:**

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Filing Fee: \$35.00

Corp. 23  
1/21/75

(Resident Agent)

*Richard P. O'Leary*

FILED  
1995 FEB 27 PM 2:04  
TALLAHASSEE, FLORIDA