

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904-222-9171  
904-222-0191 FAX

800-142-8086

**CSC networks**

MAR 10  
P.O. Box 5020  
TALLAHASSEE, FL 32314

**P95000017542**

ACCOUNT NO. : 072100000032

REFERENCE : 552504 81879A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : March 2, 1995

ORDER TIME : 12:58 PM

ORDER NO. : 552504

PRODUCED BY CSC

CUSTOMER NO: 81879A

CUSTOMER: Timothy J. Conner, Esq.  
BERNS & CONNER

Suite 110  
1 Florida Park Drive, North  
Palm Coast, FL 32137

DOMESTIC FILING

**P95000017542**

NAME: DIGATECH MULTI-MEDIA  
CORPORATION

XXXXXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

*De~*  
*3-2-95*  
*02/A*

FILED  
95 MAR -2 10 11:00  
TALLAHASSEE, FL

## ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation

1. NAME AND ADDRESS OF CORPORATION The name of this corporation is: DIGATECH MULTI-MEDIA CORPORATION. The mailing address of the corporation is 14 Bay Spring Place, Palm Coast, Florida 32137

2. DURATION: The period of its duration is perpetual.

3. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. CAPITAL STOCK: The corporation is authorized to issue 148 shares of stock, all of one class, at One Dollar (\$1.00) par value.

5. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered agent and office of this corporation is as follows:

CHRIS HORTON  
14 Bay Spring Place  
Palm Coast, Florida 32137

6. INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than two (2) directors.

The name and address of the initial directors of this corporation are:

CHRIS HORTON  
14 Bay Spring Place  
Palm Coast, Florida 32137

BENJAMIN BRANDAO  
14 Patchaque Lane  
Palm Coast, Florida 32137

7. INCORPORATOR: The name and address of the Incorporator signing these Articles of Incorporation is:

TIMOTHY J. CONNER  
1 Florida Park Drive North - Suite 110  
Palm Coast, Florida 32137

8. AMENDMENT OF ARTICLES: 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.


9. MEETINGS BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in all regular and special meetings of the Board of Directors by means of Conference Telephone or similar communications equipment as provided by law.

10. **INDEMNIFICATION** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner provided for in the by-laws of this corporation.

11. **REMOVAL OF DIRECTORS** At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of 75% of the shares then entitled to vote at an election of directors.

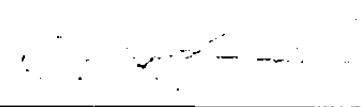
12. **INFORMAL ACTION OF DIRECTORS** If all the directors severally, or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of February, 1995.

  
TIMOTHY J. CONNER, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.

  
CHRIS HORTON, Registered Agent

STATE OF FLORIDA     }  
COUNTY OF FLAGLER   }

The foregoing instrument was acknowledged before me this 24th day of February, 1995, by CHRIS HORTON, who is personally known to me or who has produced Florida driver's license as identification and who did/did not take an oath.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

BETTY GOODGE  
(Please Print Name)



OFFICIAL SEAL  
BETTY GOODGE  
My Commission Expires  
Sept. 8, 1996  
Comm. No. CC 226353

My Commission Expires:

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-9391

800-342-8086

**P95000017542**

**CSC networks**  
PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 604948 81879A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : 9 87.50

ORDER DATE : September 15, 1995

ORDER TIME : 4:42 PM

ORDER NO. : 684948

CUSTOMER NO: 81879A

600001586736

CUSTOMER: Eileen Lenihan, Legal Asst  
Bern & Conner  
Suite 110  
1 Florida Park Drive, North  
Palm Coast, FL 32137

DOMESTIC AMENDMENT FILING

W95000018691

NAME: ECLIPSE VIDEO PRODUCTIONS, INC

XX ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

FILED  
95 SEP 21 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

9/21  
*For Restated Articles w/ N.C. C.C.*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 18, 1995

CSC NETWORKS  
DEBORAH  
TALLAHASSEE, FL

SUBJECT: DIGATECH MULTI-MEDIA CORPORATION  
Ref. Number: P95000017542

We have received your document for DIGATECH MULTI-MEDIA CORPORATION and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The corporation name as it currently appears on our records should appear in the title.

The records of this office show the date of incorporation to be March 2, 1995 --- please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return 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 (904) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 595A00042719

*resubmitted  
7.21.95/dm*

## RESTATED ARTICLES OF INCORPORATION OF

### DIGATECH MULTIMEDIA CORPORATION

Pursuant to the provisions of §607.1007, Florida Statutes, the undersigned corporation, incorporated under the name DIGATECH MULTI-MEDIA CORPORATION, on March 2, 1995, pursuant to a resolution duly adopted by unanimous vote of its Board of Directors and ratified by unanimous vote of its Shareholders, hereby adopt the following restated Articles of Incorporation:

1. NAME AND ADDRESS OF CORPORATION: The name of this corporation is: ECLIPSE VIDEO PRODUCTION, INC. The mailing address of the corporation is 37 Old Kings Road North, Suite 36-9, Palm Coast, Florida 32137.

2. DURATION: The period of its duration is perpetual.

3. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. CAPITAL STOCK: The corporation is authorized to issue 148 shares of stock, all of one class, at One Dollar (\$1.00) par value.

5. REGISTERED OFFICE AND AGENT: The name and address of the registered agent and office of this corporation is as follows:

TROY ALAN HARPER  
7 Old Kings Road, Suite 36-9  
Palm Coast, Florida 32137

6. BOARD OF DIRECTORS: This corporation shall have one (1) Director. The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1) Director.

The name and address of the Director of this corporation is:

TROY ALAN HARPER  
7 Old Kings Road, Suite 36-9  
Palm Coast, Florida 32137

7. AMENDMENT OF ARTICLES: 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.

8. MEETINGS BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in all regular and special meetings of the Board of Directors by means of Conference Telephone or similar communications equipment as provided by law.

9. INDEMNIFICATION: The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner provided for in the by-laws of this corporation.

10. REMOVAL OF DIRECTORS: At a meeting of shareholders called expressly

for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of 75% of the shares then entitled to vote at an election of directors.

11. **INFORMAL ACTION OF DIRECTORS:** If all the directors severally, or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Director has executed these Articles of Incorporation this 7th day of September, 1995.

  
TROY ALAN HARPER, Director

**ACCEPTANCE BY REGISTERED AGENT**

Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.

  
TROY ALAN HARPER, Registered Agent

STATE OF FLORIDA    }  
COUNTY OF FLAGLER }

The foregoing instrument was acknowledged before me this 7th day of September 1995, by TROY ALAN HARPER, who is personally known to me or who has produced Florida drivers license as identification and who did/did not take an oath.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

BETTY GOODGE  
(Please Print Name)



OFFICIAL SEAL  
BETTY GOODGE  
My Commission Expires  
Sept. 8, 1996  
Comm. No. CC 226353

My Commission Expires:

The foregoing restated Articles of Incorporation restate and integrate the provisions of the Corporation's original Articles of Incorporation but, also contain a change to the name of the corporation pursuant to a resolution duly adopted by a unanimous vote of the Board of Directors of the Corporation and adopted by a unanimous vote of the Shareholders of the Corporation. The resolution adopting the restated Articles of Incorporation is not in discrepancy with the Corporation's Articles of Incorporation as heretofore filed with the Department of State other than the name change of the Corporation, the change of Registered Agent, and the change of the minimum number of the Board of Directors of the Corporation.

DATED: SEPTEMBER 7 , 1995

ECLIPSE VIDEO PRODUCTION, INC.  
F/K/A  
DIGATECH MULTI-MEDIA CORPORATION

BY:   
TROY ALAN HARPER PRESIDENT