

LAW OFFICES
PAUL R. MARCUS
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9990 S.W. 77TH AVENUE
MIAMI, FLORIDA 33156-2699

PAUL R. MARCUS

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(305) 596-2345

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March 16, 1995

96000022549

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
MAR 22 1995
11:22 AM
TALLAHASSEE, FL

Re: Articles of Incorporation
Marcus Animation Gallery of L.B., Inc.

Gentlepersons:

Upon receipt of this letter together with the attached check in the amount of \$122.50,
please file the Articles of Incorporation and forward a certified copy of same to the undersigned.

Thank you.

Very truly yours,

PAUL R. MARCUS

PRM/ss

Enclosures

EFFECTIVE DATE
3/21/95

**ARTICLES OF INCORPORATION
OF
MARCUS ANIMATION GALLERY OF L.B., INC.**

ARTICLE I - NAME

The name of this Corporation is MARCUS ANIMATION GALLERY OF L.B., INC.

**ARTICLE II - PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of the Corporation is 4047 Okeechobee Blvd.,
West Palm Beach, Florida 33409.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one class of stock. The capital stock authorized,
the par value thereof and the characteristics of such stock shall be as follows:

1,000 shares of common stock -- par value \$1.00.

All of said stock shall be payable in cash, property, real or personal, labor or services in
lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The
payment thereof does not have to be at the time of issuance, provided that such shares are subject
to calls thereon until the whole consideration therefore shall have been paid.

EFFECTIVE DATE

3/16/95

FILED
SEP 20 11 53
PALM BEACH, FLORIDA

ARTICLE IV - REGISTERED OFFICE AND AGENT

The initial registered office is located at 4047 Okeechobee Blvd., West Palm Beach, Florida 33409. The name of the initial registered agent of this Corporation at that address is Paul R. Marcus. Said registered agent is familiar with and accepts the obligations of that position.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is Jeff Marcus at 4047 Okeechobee Blvd., West Palm Beach, Florida 33409.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation is:

NAME

ADDRESS

JEFF MARCUS

4047 Okeechobee Blvd., West Palm
Beach, Florida 33409

ARTICLE VII - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.


ARTICLE VIII - COMMENCEMENT OF EXISTENCE

This Corporation shall commence to exist on the date of subscription to these Articles if filed within five (5) days with the Secretary of State.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of March, 1995.


JEFF MARCUS
INCORPORATOR

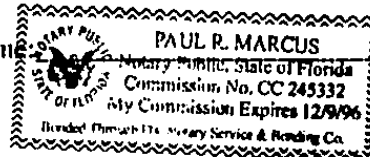
STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 16th day of March, 1995, by JEFF MARCUS, Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation and who personally appeared before me at the time of notarization, and who is personally known to me and did not take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 16th day of March, 1995.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

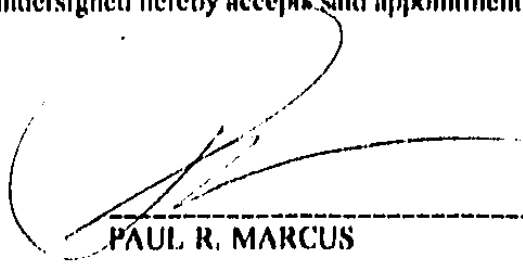
Printed Name



My Commission Expires:

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

MARCUS ANIMATION GALLERY OF L.B., INC., having appointed the undersigned as its Registered Agent and Paul R. Marcus, 9990 S.W. 77th Avenue, Ph.1, Miami, Florida 33156, as its registered office, the undersigned hereby accepts said appointment and agrees to act in said capacity.



PAUL R. MARCUS

FILED
95 MAR 20 AM 9:33
TALLAHASSEE, FLORIDA