

P95000023219

Charter Number Only

3/21/95

Broward Review

Requester's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

500001436545  
-03/22795--01004--024  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

The ANIMATION Factory, INC.

FILED  
MAR 22 1995  
FBI - MIAMI

Phone Toll Free: 1-800-432-3028

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|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Foreign            | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Certificate         | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Photo Copies        | <input type="checkbox"/> Call With Fee      | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> After 4:30          | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out                   |
| <input type="checkbox"/> Will Wait           | <input checked="" type="checkbox"/> Pick Up |   |

Name
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

H. SIMS MAR 22 1995

**ARTICLES OF INCORPORATION  
OF  
THE ANIMATION FACTORY, INC.**

FILED  
JAN 22 1982  
CLERK OF COURT  
JAN 22 1982

The undersigned subscriber, Terry L. Locke, is a natural person competent to contract for the purposes of forming a Florida corporation under Chapter 607 of the Florida Statutes, and does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is The Animation Factory, Inc.

**ARTICLE II**

The term of the existence of the corporation is perpetual.

**ARTICLE III**

The purpose for which the corporation is organized is to engage in animation and special effects services for multi-media, and to engage in all other lawful purposes which such corporation may engage in under the laws of the State of Florida.

**ARTICLE IV**

*& registered*  
The address of the principal office of the corporation in this State is: 8840 S.W. 21st Street, Miramar, Florida 33025. *The registered agent is Thomas C. Brown.*

**ARTICLE V**

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1000).

Stocks shall be issued and transferable only to natural persons who are not non-resident aliens of the United States. Each share shall have a par value of One (\$1.00)

Dollar.

#### **ARTICLE VI**

The minimum amount of capital with which the corporation shall begin business is One Thousand (\$1000.00) Dollars.

#### **ARTICLE VII**

The business of the corporation shall be managed by the Board of Directors.

The following are members of the Board of Directors:

Terry L. Locke	Chairman
Richard E. Daniels	Director

#### **ARTICLE VIII**

The members of the Board of Directors shall vote for the following Officers until they either be unable to fulfill the responsibilities of their respective offices or the Board of Directors shall vote for their replacement:

Terry L. Locke	President
Richard E. Daniels	Vice President
Terry L. Locke	Secretary

#### **ARTICLE IX**

The name and post office address of the incorporator, the number of shares subscribed for by him and the value of the consideration therefore is: Terry L. Locke, Six Hundred (600) shares with a consideration of One Hundred (\$100.00) Dollars.

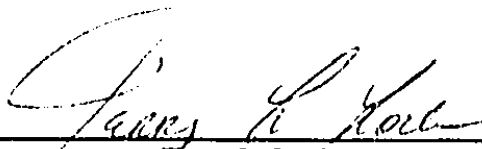
#### **ARTICLE X**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Board of Directors meeting by a majority of the

Directors entitled to vote thereof, unless all of the Directors sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

**ARTICLE XI**

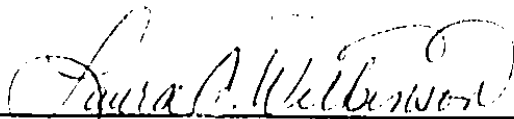
Thomas C. Brown, 2220 N. 57th Terrace, Hollywood, Florida 33021, is named as the *Subscriber* of this corporation to accept service of process in this State.

  
\_\_\_\_\_  
Terry L. Locke  
*Incorporator*

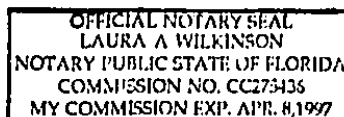
STATE OF FLORIDA            )  
                                      ) SS:  
COUNTY OF BROWARD        )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments in the State of Florida at Large, personally appeared, Terry L. Locke, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my Hand and Official Seal in the County and State named above this 16th day of March, 1995.



LAURA A. WILKINSON, Notary Public  
State of Florida at Large



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, of the Florida Statutes, the following is submitted in compliance with said Act:

That The Animation Factory, Inc., desiring to organize under the laws of the State of Florida with its principle offices indicated in the Articles of Incorporation and as being in the City of *Miami*, County of Broward, State of Florida, has named Thomas C. Brown, located at *9840 SW 21 St, Miami*, Florida, as its agent to accept service of process within the State. *33025*

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation in the place designated in its certificate, I hereby accept said designation and agree to act in this capacity and to comply with the provisions of said Act relative to keeping said office open.

  
\_\_\_\_\_  
Thomas C. Brown

FILED  
95 MAR 22 PM 12:44  
CLERK OF DISTRICT COURT  
NORTH DAKOTA