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LAW OFFICES OF GEORGE L. MOXON, P.A.

735 N.E. Third Avenue  
Fort Lauderdale, FL 33304  
Telephone (305) 524-4114  
Fax (305) 524-4116

December 30, 1994

Department of State  
State of Florida  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32304

300001439453  
-03/24/95--01098--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: NATIONAL ENTERTAINMENT CORPORATION

Dear Sirs:

Enclosed, please find an original and one copy of the Articles of Incorporation for above referenced corporation.

Please file the original and return to us one certified copy.

We are also including our check in the amount of \$ 122.50 to cover the following fees:

Filing fee:	\$ 35.00
Registered Agent:	\$ 35.00
Certified copy:	\$ 52.50

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Total	\$122.50
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 24 AM 10:02

Thank you for your prompt attention to this matter.

Respectfully,

LAW OFFICES GEORGE L. MOXON

BY: 

Encl.-  
Articles  
Check \$ 122.50

KAN 3-27

**CERTIFICATE OF ARTICLES OF INCORPORATION**

**OF**

**NATIONAL ENTERTAINMENT CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 MAR 24 AM 10:02

I, the undersigned, hereby enter into this certificate of Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

**ARTICLE I**

**NAME**

The name of the corporation shall be NATIONAL ENTERTAINMENT CORPORATION.

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is as follows:

- a. To create, produce, distribute, sell, and lease film and video properties for the Entertainment Industry and to engage in all business related thereto.
- b. To manufacture, sell, make, distribute and handle in any way that may be deemed to the best interest of the corporation, any merchandise or by-product that may be used in the making, or may be the result of the making or manufacturing of the products in connection with the business operated by this corporation, or as a result of exploitation of any patent rights or whatever nature that may be acquired by this corporation.
- c. To acquire by purchase, subscription or otherwise and to hold for the purpose of investment or otherwise, and to own, sell or otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, commercial papers, or otherwise deal with other evidence of debt,

issued by any government, state, county or other public authority, or by any one or more persons, firms, corporations, or associations, either foreign or domestic, and whether now or hereafter organized, and while the owner thereof, to execute all of the rights, powers and privileges of ownership; to guarantee or become surety with respect to any obligations of said persons, firms, corporation, or associations contained in any of said securities.

- d. To purchase real estate and to build upon or in any manner improve any real estate owned by it.
- e. To purchase, acquire, hold, sell, convey, mortgage, lease, exchange, and otherwise deal in real estate and property of every kind, nature and description whatsoever.
- f. To buy, sell, trade or deal in any kind of goods, services, wares and merchandise.
- g. To organize or cause to be organized under the laws of the State of Florida, or any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any and all objects for which this corporation is organized and to dissolve, windup, liquidate, merge or consolidate any such organization or corporation or to cause the same to be dissolved, woundup, liquidated, merged or consolidated.
- h. To purchase, hold, sell, exchange or transfer or otherwise deal in shares of its own capital stocks, bonds, or other obligations from time to time as to such an extent and in such a manner, and upon such terms as its Board of Directors shall determine, provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of the corporation, and provided further that shares of its own capital stock belonging to this

corporation shall not be voted directly or indirectly.

- i. To engage in or conduct any lawful business permitted by the laws of the State of Florida by virtue of its corporate acts.

The foregoing clauses shall be construed both as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation and it is the intention that the purposes, objects, and powers specified in each of the paragraphs of Article II of the Certificate of Articles of Incorporation shall, except as otherwise specifically provided, in no way be limited under the terms of any other clauses, or paragraphs of this Article or any other Articles or paragraphs of this Article and shall be regarded as independent purposes, objects and powers.

### ARTICLE III

#### AUTHORIZED SHARES

The amount of authorized capital stock of this corporation shall be 10,000 shares of common \$ 0.05 par value, voting stock, being all that are issued, to be fully paid and exempt from assessment.

### ARTICLE IV

#### INITIAL CAPITALIZATION

The amount of capital with which this corporation shall begin business shall not be less than \$ 500.00.

### ARTICLE V

#### TERM OF EXISTENCE

The term for which this corporation shall exist is perpetual.

### ARTICLE VI

#### PRINCIPAL OFFICE

The place of business of said corporation shall be, as well as the principal office of this corporation, 2281 Southwest 26 Avenue, Fort Lauderdale, Fl 33312.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The business of said corporation shall be conducted by a Board of Directors which shall consist of not less than one (1) nor more than three (3) members, as the same may be provided by the By-Laws of the Corporation, and the following officers, to wit: a president, secretary and treasurer. The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the same officers shall be elected at the annual meeting of the stockholders of said corporation, immediately after adjournment of the Board of Directors.

Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the incorporator herein.

**ARTICLE VIII**  
**OFFICERS AND DIRECTORS**

The name and post office address of the initial officers and directors who, subject to the provisions of these Articles, for the first year of the corporation's existence or until their successors are duly elected and qualified, is: Bruce McEachern, 2281 Southwest 26 Avenue, Fort Lauderdale, Florida, 33312.

The annual meeting of the stockholders of this corporation shall be fixed by the By-Laws.

**ARTICLE IX**  
**INCORPORATOR**

The name and place of the residence of the incorporator of this corporation and the amount of shares of stock held by him are as follows:

Bruce McEachern  
2281 Southwest 26 Avenue  
Fort Lauderdale, Fl 33312  
10,000 shares of common \$ 0.05 par value.

**ARTICLE X**

**INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent and the initial registered office are:

Bruce McEachern  
2281 Southwest 26 Avenue  
Fort Lauderdale, FL 33312

IN WITNESS WHEREOF, I have hereunto subscribed my name this  
23 day of February, 1995 at Fort Lauderdale,  
Florida.

Bruce McEachern  
Bruce McEachern, President

STATE OF FLORIDA       )  
                                  ) S.S.  
COUNTY OF BROWARD    )

On this day, personally appeared before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, Bruce McEachern to me well known and known to me to be the person described in and who executed the foregoing proposed charter, and he acknowledged same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunder set my hand and official seal this 23 day of February, 1995.

[Signature]  
Notary Public, State of  
Florida at Large, MOXON

Notary Public, State of Florida  
Commission No. CC 283671

Printed Name  
George L. Moxon Service A Binding Co

My Commission Expires:

GEORGE L. MOXON LAW OFFICES  
735 N.E. Third Avenue  
Fort Lauderdale, FL 33304  
(305) 524-4114

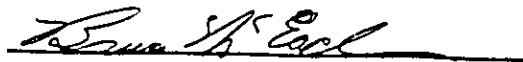
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

First ---- That NATIONAL ENTERTAINMENT CORPORATION desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Fort Lauderdale has named Bruce McEachern, with offices located at 2281 Southwest 26 Avenue, Fort Lauderdale, Florida 33312 as its agent to accept service of process within the State.

**ACKNOWLEDGMENT:**

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



Bruce McEachern  
Resident Agent