

45100026384

STUDIO CITY HOLDING

Drawer 367, Oxford, Florida, USA, 34484
Direct Line: (904) 347-3947

FILED
95 MAR 30 PM 4:23
TALLAHASSEE, FLORIDA

From the desk of:
Larry D. Faw
Chairman/President

March 29, 1995

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL. 32314

200001444352
-03/31/95--01001--009
****122.50 ****122.50

Attention: New Corporations Section

re: QUAGGA ENTERTAINMENT CORPORATION

Enclosed you will find an Original and Duplicate Original Copy of the Articles of Incorporation for a new corporation named - **Quagga Entertainment Corporation**, which has been executed and witnessed by a Florida Notary Public. In the Articles, your will also find the witnessed signature of the corporations Registered Agent and Registered Address for Service of Process.

I request that the Corporate Documents be returned to the following mailing address:

Post Office Box 367
Oxford, Florida 34484

As Registered Agent, you may reach me at (904) 347-3947 during the day or you may speak to my voice mail at this number.

Also, I have enclosed a cheque for \$122.50 to cover the necessary incorporation fees.

Thank you for your assistance.

With kindest regards,

Larry D. Faw
Larry D. Faw

D. BROWN APR - 3 1995

ORIGINAL COPY
95 MAR 30 PM 4:24
FILED
CLERK OF CIRCUIT COURT
JANUARY 1995
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
(FS§607.164)

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation is:
QUAGGA ENTERTAINMENT CORPORATION.
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. Captial Stock. The corporation is authorized to issue 20,000,000 shares, consisting of three classes, i.e. 10,000,000 shares voting Common at \$.001 par value each, 5,000,000 shares of Class A Preferred Stock (voting and convertible to Common) and 5,000,000 shares Class B Preferred Stock (non-voting with preferential dividends) at no 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:

Larry D. Faw, Registered Agent
14400 SW 46th Court
Ocala, Florida 34473
Tel: 904-347-3947
6. Initial Board of Directors. This corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than three.

The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Larry D. Faw	14400 SW 46th Ct, Ocala, FL.
Genevieve H. Faw	14400 SW 46th Ct, Ocala, FL.
Roger H. Hefler	22 Seminole Path, Wildwood, FL.

7. Incorporators. The names and addresses of the Incorporators signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Larry D. Faw	14400 SW 46th Ct, Ocala, FL.

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. Cumulative Voting. In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

10. Non-resident Directors. Directors need not be residents of this state or shareholders unless these Articles of Incorporation or Bylaws so require.

11. Directors' Authority to Fix Compensation. Directors shall have authority to fix the compensation unless provided in these Articles of Incorporation or Bylaws. (FS§607.111)

12. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

13. Management of Corporation by Shareholders. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

14. Director Quorum and Voting. Only sixty percent (60%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of sixty percent (60%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of sixty percent (60%) of the directors present and voting, shall be the act of the Board of Directors.

15. Director Conflict of Interest.

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors, or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders, or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

16. Restriction on Authority to Mortgage or Pledge Assets. The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of fifty-one percent (51%) of the shares of the corporation entitled to vote thereon and not otherwise.

17. Meetings by Conference Telephone. Members of the Board of Directors may participate in regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law but special meetings of the Board of Directors must be attended in fact in person by each director. (FS§607.131(7)).

18. Indemnification. The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

19. Amendment of Articles of Incorporation. The power to adopt, alter, amend or repeal the Articles of Incorporation shall be vested in the Shareholders by sixty (60%) vote.

20. Amendment of Bylaws. The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors by a sixty (60%) per cent vote.

21. Shareholder Quorum and Voting. Only sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

22. Greater Voting Requirements for Shareholders. The affirmative vote of sixty percent (60%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: mergers, acquisitions exceeding \$200,000, sales of assets exceeding \$100,000, and dissolution of the corporation.

23. **Limitation on Powers of Committees.** In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors pursuant 607.127(1) of the Florida Statutes.

24. **Voting Lists.** The officer or agent have charge of the stock transfer books for shares of a corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number and class and series, if any, of shares held by each. Such list shall be kept on file at the registered office of the corporation, or at the office of the transfer agent or registrar of the corporation for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.

25. **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 seventy-five (75%) of the shares then entitled to vote at an election of directors.

26. **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.

27. **Power to Authorize Additional Classes of Stock.** The Board of Directors have the power to authorize the creation of additional classes of stock by the affirmative vote of the holders of sixty percent (60%) of the shares then entitled to vote.

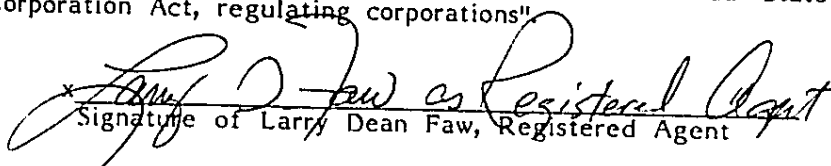
28. **Commencement of Corporate Existence.** The date that corporate existence shall begin shall be March 29, 1995. This election is pursuant to FS§607.167.

29. **Principal Offices of the Corporation.** The principal office, mailing address, and registered agents office are one and the same. The new Corporation shall conduct and operate its business, receive all corporate communications, and service of process to the Registered Agent at the following address:

Quagga Entertainment Corp.
14400 SW 46th Court
Ocala, FL. 34473
Tel: (904) 347-3947

Larry D. Faw, Registered Agent
14400 SW 46th Court
Ocala, FL. 34473
Tel: (904) 347-3947

30. **Registered Agent Acceptance.** By writing my signature below, I, Larry Dean Faw, Registered Agent for Quagga Entertainment Corporation, certify that, "I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation, pursuant to the Florida Statutes and General Corporation Act, regulating corporations"


Signature of Larry Dean Faw, Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporators have executed these
Articles of Incorporation this 29th day of MARCH, 1995.

Larry D. Faw
Incorporator - Larry D. Faw

Larry D. Faw as Registered Agent
Registered Agent - Larry D. Faw

FILED
SS IMP 30 PM 4:24
REC'D
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF Marion

BEFORE ME, the undersigned authority, personally appeared Larry D. Faw,
to me known to be the person who executed the foregoing Articles of Incorporation,
and they acknowledge to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
29 day of March, 1995.

Donna Rafferty
Notary Public, State of Florida

My Commission Expires: 4-6-98

Printed Name of Notary: Donna Rafferty
Address: 128 Marion Oaks Blvd, Ocala, FL 34473
County of Marion

(Notarial Seal)



P95000026384

Quagga Entertainment Corporation

Drawer 367, Oxford, FL 34484
Tel: (904) 347-3947

From the desk of:
Larry D. Faw
Chairman/President

September 28, 1995

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100001599001
-10/02/95--01047--026
*****35.00 *****35.00

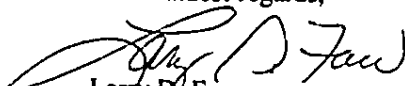
RE: Articles of Amendment to Articles of Incorporation of Quagga Entertainment Corporation

Enclosed you will the following:

1. Articles of Amendment to Articles of Incorporation of Quagga Entertainment Corporation.
2. A check for \$35.00 to cover the fee for filing the Articles of Amendment.

Thank you for your assistance.

With kindest regards,


Larry D. Faw

FILED
95 OCT -2 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
10/1/95

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

QUAGGA ENTERTAINMENT CORPORATION

FILED
95 OCT -2 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its Articles of Incorporation:

Whereas, in the Articles of Incorporation of Quagga Entertainment Corporation, the Board of Directors and Shareholders have unanimously voted to Amend the Articles in an effort to prepare the Company for a registered offering.

FIRST: AMENDMENTS ADOPTED:

ARTICLE FOUR. AMENDMENT #1.

Capital Stock/Preferred Stock. The corporation is authorized to create and issue 5,000,000 shares of Preferred "A" stock. The par value is zero. These shares are voting, one share, one vote, but receive no dividends. These shares are not redeemable and are not convertible to common, however, they are callable at \$25.00 per share.

ARTICLE FOUR. AMENDMENT #2.

Capital Stock/Preferred Stock. The corporation is authorized to create and issue 5,000,000 shares of Preferred "B" stock. The par value is zero. There is a fixed dividend of 12% per annum based on earnings. These shares are callable at \$7.50 per share after the first year's dividend. They are redeemable after 3 years at \$10.00 per share. The shares are not convertible to common. These shares are non-voting, and are superior to all other types of shares.

ARTICLE FOUR. AMENDMENT #3.

Capital Stock/Preferred Stock. The corporation is authorized to create and issue 500,000 shares of Preferred "C" stock. The par value is zero. These shares are non-voting with special dividend rights. These shares are callable at any time after issuance for \$2.00 per share up to two years. After two years each share is callable at \$2.50 per share. These shares are convertible to common after three years on a one to one basis, and are superior to common.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
QUAGGA ENTERTAINMENT CORPORATION**

FILED
95 OCT -2 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAGE TWO OF TWO

SECOND: All provisions for implementing each of the above listed Amendments are inclusive in each amendment.

THIRD: The Date of each Amendment's adoption is as follows:

- Amendment #1 - Preferred A Stock creation amended September 28, 1995, and authorized on August 28, 1995.
- Amendment #2 - Preferred B Stock creation amended September 28, 1995, and authorized on August 28, 1995.
- Amendment #3 - Preferred C Stock creation amended September 28, 1995, and authorized on August 28, 1995.

FOURTH: **Adoption of Amendments:**

The Amendments were approved by written vote by the shareholders. The number of votes cast for the amendments was sufficient for approval. The vote was unanimous.

The Board of Directors after receiving and tabulating the written votes of the shareholders voted unanimously to adopt the amendments as approved by the shareholders.

By affixing their signatures below by authorized members of the Board of Directors and Corporate Officers, this document is declared to be a true and legal representation of Quagga Entertainment Corporation.

Signed this the 28th day of September, 1995.

By:

Roger H. Heffler
Roger H. Heffler-Vice Chairman/CEO

By:

Larry D. Faw
Larry D. Faw-Chairman/President

Witnesseth by:

Genevieve H. Faw
Genevieve H. Faw-Director/Secretary

P95000026384

Quagga Entertainment Corporation

Secured Communications:
Drawer 367, Oxford, FL 34484
Direct Line: (904) 347-3947
Secured Fax: (904) 748-2327

Disney Production Office:
Bungalow #4, Disney/MGM Studios
Production Office: (407) 560-8373
Production Fax: (407) 560-8377

From the desk of:
Larry D. Faw
Chairman/President

December 13, 1995

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500001667655
-12/21/95--01034--021
*****35.00 *****35.00

RE: Articles of Amendment to Articles of Incorporation of Quagga Entertainment Corporation

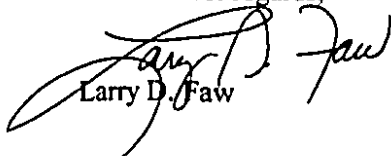
Enclosed you will the following:

500001667655
-12/21/95--01034--022
*****\$2.50 *****\$2.50

1. Articles of Amendment to Articles of Incorporation of Quagga Entertainment Corporation.
2. A check for \$35.00 to cover the fee for filing the Articles of Amendment.

Thank you for your assistance.

With kindest regards,


Larry D. Faw

SH DEC 20 1995

Amended

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 15 AM 10:27

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC AM 10:26

Studio City Holding

Secured Communications:

Drawer 367, Oxford, FL. 34484 U.S.A.
Direct Line: (904) 347-3947
Secured Fax: (904) 748-2327

Disney Production Office:

Bungalow #4, Disney/MGM Studios
Drawer 22,166, Lake Buena Vista, FL. 32380
Production Line: (407) 560-8373

From the desk of:
Larry D. Faw
Chairman/President

December 14, 1995

Attention: Mr. Steve Harris
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

Dear Mr. Harris:

re: Amendment To Articles of Quagga Entertainment Corporation
Certified Copies of Articles and Amendment

As per our telephone conversation, Quagga's Preferred C stock is redeemable at \$2.00 per share after two years, rather than \$2.50, which was erroneously type into the Amendment. Please correct this for us.

Also, I have enclosed two checks to add to the filing process: (1) a check for \$2.50 to add to the \$50.00 check (Check #2084/Studio City Holding) for a Certified Copy of the Amendment which was enclosed with the Amendment documents; and, (2) a check for \$52.50 for a Certified Copy of Quagga Entertainment Corporation's Article of Incorporation.

Additionally, I have enclosed a pre-addressed Express Mail Corporate Account label to expedite the return of these certified materials.

Once again thank you for your assistance.

Happy Holidays!

With kindest regards


Larry D. Faw/Chairman and President
Quagga Entertainment Corporation

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

QUAGGA ENTERTAINMENT CORPORATION

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its Articles of Incorporation:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 15 AM 9:31

Whereas, in the Articles of Incorporation of Quagga Entertainment Corporation, the Board of Directors and Shareholders have unanimously voted to Amend the Articles in an effort to prepare the Company for a registered offering.

FIRST: AMENDMENTS ADOPTED:

ARTICLE FOUR. AMENDMENT #1.

Capital Stock/Preferred Stock. Preferred Class C: These shares are callable by the Company at \$2.50 per share, at any time prior to December 1, 1999 and may be redeemed at the option of the holder at \$2.00 per share any time between December 1, 1998 and June 1, 1999.

SECOND: AMENDMENTS ADOPTED:

ARTICLE NINE. AMENDMENT #2.

Cumulative Voting. Voting shares shall have no cumulative voting rights.

THIRD: AMENDMENTS ADOPTED:

ARTICLE TWELVE. AMENDMENT #3.

Pre-emptive Rights. The Shareholders of this corporation shall have no pre-emptive rights for any class, kind or series of stock in this corporation that are issued or that may from time to time be issued.

FOURTH. The Date of each Amendment's adoption is as follows:

Amendment #1 - Preferred C Stock redemption Article amended December 13, 1995, and, authorized on August 28, 1995.

Amendment #2 - Cumulative Voting Rights Article amended December 13, 1995, and, authorized on August 28, 1995.

Amendment #3 - Pre-emptive Rights Article amended December 13, 1995, and authorized on August 28, 1995.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

QUAGGA ENTERTAINMENT CORPORATION

PAGE TWO OF TWO

FOURTH: Adoption of Amendments: (continued)

The Board of Directors after receiving and tabulating the written votes of the shareholders voted unanimously to adopt the amendments as approved by the shareholders.

By affixing their signatures below by authorized members of the Board of Directors and Corporate Officers, this document is declared to be a true and legal representation of Quagga Entertainment Corporation.

Signed this the 13th day of December, 1995.

By:

Roger H. Hefler as Vice Chairman
Roger H. Hefler-Vice Chairman/CEO

By:

Larry D. Faw as Chairman
Larry D. Faw-Chairman/President

Witnesseth by: Genevieve H. Faw, Secretary
Genevieve H. Faw-Director/Secretary