

ASAC 32774

4/26/95 10:00 AM
PUBLIC ACCESS BY
TO: DIVISION OF CORPORATIONS
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000004683)))
NAME: GLADIUS FILMS, INC.
FAX AUDIT NUMBER: H95000004683
DATE REQUESTED: 04/26/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

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95 APR 26 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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654 PM 4:59

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ARTICLES OF INCORPORATION
OF

GLADIUS FILMS, INC.

ARTICLE I - NAME

The name of the corporation is: Gladius Films, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

A. To engage generally in the business of buying, selling, leasing, licensing and distributing intellectual properties of all types and kinds including without limitation movie and video copyrights and distribution rights, throughout the world.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other government, and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

C. To purchase, manufacture or otherwise acquire and to own, mortgage, sell, pledge, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, any services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, cooperative association, state fair or exposition.

D. No recitation or declaration of special purposes or powers herein enumeration shall be deemed to be exclusive, but all lawful powers now or which may hereafter be conferred to a corporation for profit under the laws of the State of Florida are hereby included.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares of common stock having a par value of One Dollar (\$1.00) per share.

Louis L. LaFontaine, Jr.
3121 Commodore Plaza, Suite 301
Miami, FL 33133
Florida Bar No. 044851
(305) 444-3121

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TALLAHASSEE, FLORIDA

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ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of this corporation is:

6512 SW 61 Street
Miami, FL 33143

and the name and address of the initial registered agent of this corporation is:

Tibat Kaan Demirtan
6512 SW 61 Street
Miami, FL 33143

ARTICLE VI - MANAGEMENT OF THE CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed by the Board of Directors consisting of not less than one and not more than five directors elected by a majority vote of the shareholders. Each director must be over twenty-one (21) years of age.

ARTICLE VII - INITIAL DIRECTORS

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

Ismet Kazanciloglu
YENI KRIZANTEM SK NO. 7
1. LEVENT
ISTANBUL, TURKEY

ARTICLE VIII - BY LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE IX - INITIAL OFFICERS

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

President

Ismet Kazanciloglu
YENI KRIZANTEM SK NO. 7
1. LEVENT
ISTANBUL, TURKEY

Secretary

Ismet Kazanciloglu
YENI KRIZANTEM SK NO. 7
1. LEVENT
ISTANBUL, TURKEY

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ARTICLE I - INCORPORATOR

The name and address of the person signing these Articles as incorporator, and the sole subscriber to its shares, is:

Louis L. LaFontaine, Jr.
3121 Commodore Plaza, Suite 301
Miami FL 33133

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 26th day of April, 1995.


Louis L. LaFontaine, Jr.

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1011 P.11

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

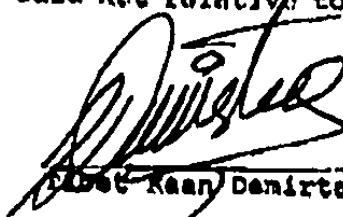
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.:

FIRST: Gladius Films, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Miami, Florida, has named:

TIBET KAHN DENIRTAS

as its agent to accept service of process within this state.

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


Tibet Kahn Denirtas

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95 APR 26 PM 3:08
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TALLAHASSEE, FLORIDA

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Reggie David Sanger, P.A.

Attorneys at Law - Professional Association
208 South East Ninth Street
Fort Lauderdale, Florida 33316

Reggie David Sanger
Robert P. Charbonneau

Area Code 954
Fort Lauderdale
463-8547
Fax 954-463-8356

March 18, 1997

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*****43.00 *****43.00

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: GLADIUS FIRMS, INC.
Corporate Charter No.: P 95000032774

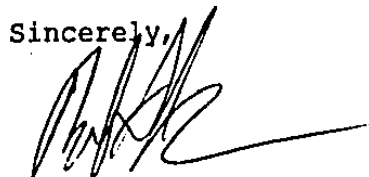
Dear Sirs:

Pursuant to Florida Statute 607.1401, I am enclosing Articles of Dissolution for the above-named corporation. Please file these Articles of Dissolution as expeditiously as possible.

I have included copies of the Articles of Dissolution along with a self-addressed, stamped envelope as well as a check in the amount of \$43.00 made payable to the Florida Department of State, and ask that 1) a stamped copy be returned to me upon its entry and 2) a Certificate of Status be provided to me, also upon entry of the Articles of Dissolution.

Should you have any questions, please feel free to contact me at any time.

Sincerely,



ROBERT P. CHARBONNEAU

RPC:img
Enclosures

cc: Selim Anter

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97 MAR 21 AM 7:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Uold:s

V8 MAR 26 1997

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: The name of the corporation is: Gladius Films, Inc.

SECOND: The articles of incorporation were filed on: April 26, 1995

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.


SIXTH: Adoption of Dissolution (CHECK ONE)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signed this _____ day of _____, 19 _____.

Signature


(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

ROBERT P. CHARBONNEAU, ESQUIRE under a Power of Attorney for
Isnet Kazancioglu, President

(Typed or printed name)

(Title)