

Marshall J. Cooper, P.A.  
ATTORNEY AND COUNSELOR AT LAW

NationsBank Tower  
One Financial Plaza, Suite 1800  
Fort Lauderdale, Florida 33394-1897

PA5000038104

Of Counsel to:  
Banson, Moyle & Chambers

May 9, 1995

Secretary of State  
State of Florida  
Division of Corporation  
The Capitol  
Tallahassee, Florida 32302

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-05/12/95 -01125 -010  
\*\*\*\*122.50 \*\*\*\*122.50

IN RE: REALM PRODUCTION AND ENTERTAINMENT, INC.

Gentlemen:

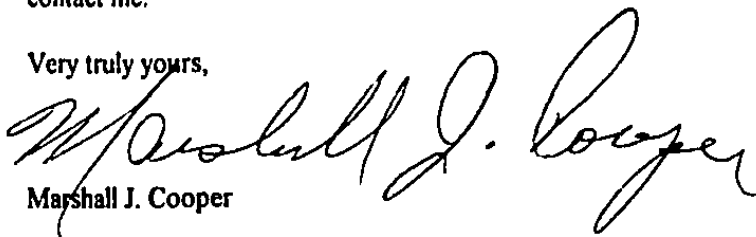
Enclosed herewith please find duplicate original Articles of Incorporation for REALM PRODUCTION AND ENTERTAINMENT, INC., together with our check in the amount of \$122.50 as and for your filing fee.

Also enclosed is a copy of a letter I received from the Florida Department of State confirming that we requested that the name "Realm Production and Entertainment, Inc." be reserved for 120 days.

Please return a certified copy of the Articles, after filing, to the undersigned in the envelope attached.

We would appreciate your expediting this matter, and, of course, if you have any questions, kindly contact me.

Very truly yours,



Marshall J. Cooper

Enclosures

FILED  
95 MAY 12 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 13, 1995

MARSHALL J. COOPER, ESQ.  
NATIONSBANK TOWER  
ONE FINANCIAL PLAZA, SUITE 1600  
FT. LAUDERDALE, FL 33394-1697

The name REALM PRODUCTION AND ENTERTAINMENT, INC. has been reserved for 120 days beginning January 13, 1995. The reservation number is R95000000173 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 295A00001694

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95 MAY 12 11 09 AM  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**REALM PRODUCTION AND ENTERTAINMENT, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**REALM PRODUCTION AND ENTERTAINMENT, INC.**

The address of the principal office of this corporation shall be 624 W. Tropical Way, Plantation, Florida 33317, and the mailing address shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

The purpose of this Corporation is to engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Million Shares of common stock having a \$.005 par value per share.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the Corporation shall be 624 W. Tropical Way, Plantation, Florida 33317, and the name of the initial registered agent of this Corporation at this address is STEVEN ADELSTEIN.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have no less than two (2) director, initially. The name and street address of the initial members of the Board of Directors is:

STEVEN ADELSTEIN  
624 W. Tropical Way  
Plantation, Florida 33317

HOWARD M. APPEL  
401 City Avenue, Suite 725  
Bala Cynwd, Pennsylvania 19004

**ARTICLE VII. OFFICERS**

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his successors are appointed or elected is:

STEVEN ADELSTEIN  
624 W. Tropical Way  
Plantation, Florida 33317

President

MARSHALL J. COOPER  
One Financial Plaza, Suite 1600  
Fort Lauderdale, Florida 33394

Assistant Secretary

**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

STEVEN ADELSTEIN  
624 W. Tropical Way  
Plantation, Florida 33317

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 10<sup>th</sup> day of

May, 1995.

  
STEVEN ADELSTEIN

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

I, STEVEN ADELSTEIN, 624 W. Tropical Way, Plantation, Florida 33317, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
STEVEN ADELSTEIN

FILED  
95 MAR 12 11 51 AM '96  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# P95000038104

9/16/97

4:17 PM

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000015351 4))

TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4000  
FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. ACCT#: 076247002423  
CONTACT: BEVERLY F BRYAN  
PHONE: (954) 763-1200 FAX #: (954) 766-7800

NAME: REALM PRODUCTION AND ENTERTAINMENT, INC.  
AUDIT NUMBER.....H97000015351  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0 PAGES..... 10  
CERT. COPIES.....1 DEL.METHOD.. FAX  
EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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97 SEP 23 AM 9:58  
DIVISION OF CORPORATIONS

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07 SEP 23 12:11:08  
FLORIDA  
TALLAHASSEE, FLORIDA

*Amended  
and  
Restated  
Art. of Incorp.  
9-23-97  
DE*

9/16/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

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((H97000015351 4))

TO: DIVISION OF CORPORATIONS

FAX #: (950)922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
CONTACT: BEVERLY F BRYAN  
PHONE: (954)763-1200

ACCT#: 076247002423

FAX #: (954)766-7800

NAME: REALM PRODUCTION AND ENTERTAINMENT, INC.

AUDIT NUMBER.....H97000015351

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 10

CERT. COPIES.....1

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97 SEP 22 AM 11:50  
DIVISION OF CORPORATIONS

9/16/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

4:17 PM

((H97000015351 4))

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DIVISION OF CORPORATIONS





**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

September 23, 1997

**REALM PRODUCTION AND ENTERTAINMENT, INC.**  
150 N. FEDERAL HWY.  
SUITE 230  
FORT LAUDERDALE, FL 33301

**SUBJECT: REALM PRODUCTION AND ENTERTAINMENT, INC.**  
**REF: P95000038104**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H97000015351  
Letter Number: 697A00046954



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Morham  
Secretary of State

September 19, 1997

**REALM PRODUCTION AND ENTERTAINMENT, INC.**  
150 N. FEDERAL HWY.  
SUITE 230  
FORT LAUDERDALE, FL 33301

**SUBJECT: REALM PRODUCTION AND ENTERTAINMENT, INC.**  
**REF: P95000038104**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

FAX Aud. #: H97000015351  
Letter Number: 397A00046533

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Morham**  
Secretary of State

September 18, 1987

**REALM PRODUCTION AND ENTERTAINMENT, INC.**  
150 N. FEDERAL HWY.  
SUITE 230  
FORT LAUDERDALE, FL 33301

**SUBJECT: REALM PRODUCTION AND ENTERTAINMENT, INC.**  
**REF: P95000038104**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H97000015351  
Letter Number: 497A00046397

9/16/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000  
FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. ACCT#: 076247002423  
CONTACT: BEVERLY F BRYAN FAX #: (954)766-7800  
PHONE: (954)763-1200

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DIVISION OF CORPORATIONS

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1997 SEP 23 AM 11:08  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
REALM PRODUCTION AND ENTERTAINMENT, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned President of Realm Production and Entertainment, Inc. a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (hereinafter the "Corporation"), and desiring to amend and restate its Articles of Incorporation, does hereby certify:

**FIRST:** The name of the Corporation is REALM PRODUCTION AND ENTERTAINMENT, INC., the name under which the Corporation was originally incorporated. The original Articles of Incorporation of the Corporation were filed in the Office of the Secretary of State of Florida on May 12, 1995 (Document No. P95000038104).

**SECOND:** This Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation of the Corporation, was adopted by all of the Directors of the Corporation pursuant to Unanimous Written Consent of the Board of Directors on August 1, 1997, and by the holders of a majority of the shares of the outstanding Common Stock of the Corporation acting by written consent on August 1, 1997, such actions undertaken in accordance with Section 607.0704 and Section 607.0821 of the Florida Business Corporation Act. Therefore, the number of votes cast for the Amended and Restated Articles of Incorporation of the Corporation was sufficient for approval.

**THIRD:** The text of the Articles of Incorporation of the Corporation, as Amended and Restated, shall be as follows:

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation is Realm Production and Entertainment, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is as follows:

150 North Federal Highway  
Suite 230  
Fort Lauderdale, Florida 33301

James M. Schneider, Esq., FL Bar # 214338  
Atlas, Postman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301  
Phone No: (954) 763-1200

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**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ten million (10,000,000) shares of Common Stock having a par value of \$.005 per share and two million (2,000,000) shares of Preferred Stock having a par value of \$.01 per share. The designations, preferences, limitations and relative rights of the shares of each class of Preferred Stock are as follows:

***Series A Preferred Stock***

1. Designation and Number of Shares. The Series A Preferred Stock shall be designated "Series A Cumulative Convertible Preferred Stock" of a par value of \$.01 each (the "Series A Preferred Stock"), and the number of shares constituting the Series A Preferred Stock shall be 375,000 shares.

2. Dividend Rights. Commencing July 1, 1997, holders of shares of the Series A Preferred Stock shall be entitled to receive dividends at an annual rate of 9.6% (\$.096) per share out of funds legally available therefor and when and to the extent declared by the Board of Directors. Dividends shall be payable in arrears in semi-annual installments on January 1 and July 1 in each year, commencing January 1, 1998. Dividends on the Series A Preferred Stock shall be fully cumulative.

Dividends may be paid either in cash or in Common Stock of the Corporation or a combination thereof. In the event that the Corporation, in its sole discretion, chooses to pay dividends through the issuance in whole or part of its Common Stock, those shares of Common Stock of the Corporation issued to satisfy such dividends shall be valued at the average closing price of the Common Stock of the Corporation for the five trading days preceding declaration of such dividend or, in the absence of a trading market for the Common Stock of the Corporation, at the fair value thereof as determined by the Board of Directors.

If on any dividend payment date, the holders of the Series A Preferred Stock shall not have received the full dividends provided for in the other provisions of this paragraph 2, then such dividends shall cumulate, whether or not earned or declared, with additional dividends thereon for each succeeding full dividend period during which such dividends shall remain

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unpaid. Unpaid dividends for any period less than a full dividend period shall cumulate on a day-to-day basis and shall be computed on the basis of a 365-day year.

3. Distributions Upon Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the Corporation, but before any distribution or payment shall be made to the holders of Common Stock and the holders of the Series A Preferred Stock shall be entitled to be paid \$1.00 per share on all outstanding shares of Series A Preferred Stock as of the date of such liquidation or dissolution or such other winding up plus any accrued and unpaid dividends thereon to such date, and no more, in cash or in property taken at its fair value as determined by the Board of Directors, or both, at the election of the Board of Directors. If such payment shall have been made in full to the holders of the Series A Preferred Stock and any subsequent issue of Preferred Stock, the remaining assets and funds of the Corporation shall be distributed among the holders of any Junior Preferred Stock so designated and thereafter to the holders of Common Stock of the Corporation. If, upon any such liquidation, dissolution or other winding up of the affairs of the Corporation, the net assets of the Corporation distributable among the holders of all outstanding shares of the Series A Preferred Stock, and any subsequent issue of Preferred Stock issued on a pari passu basis shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they were entitled, then the entire net assets of the Corporation shall be distributed among the holders of the Series A Preferred Stock and any subsequent issue of Preferred Stock issued on a pari passu basis ratably in proportion to the full amounts to which they would otherwise be respectively entitled. Neither the consolidation or merger of the Corporation into or with another corporation or corporations, nor the sale of all or substantially all of the assets of the Corporation to another corporation or corporations shall be deemed a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this paragraph.

4. Conversion Rights. Holders of the Series A Preferred Stock will have the right, at their option and subject to procedures established from time to time by the Corporation, to convert the Series A Preferred Stock into the Corporation's Common Stock at a conversion price of \$1.25 per share of Common Stock. The Company shall have the right to compel the conversion of the Series A Preferred Stock into Common Stock of the Company at a conversion price of \$1.25 per share provided that the closing price of the Company's Common Stock on the OTC Bulletin Board, any automated quotation system administered by the National Association of Securities Dealers, Inc. or on any securities exchange is \$5.00 or more for ten consecutive trading days, provided notice is provided by the Company not later than 30 days following the conclusion of such 10 trading day period.

No fractional share or scrip representing a fractional share will be issued upon conversion of the Series A Preferred Stock, which shall be rounded to the nearest whole share of Common Stock. In the event of any reclassification, merger, consolidation or change of shares of the Series A Preferred Stock and/or the Common Stock of the Corporation, the Corporation shall make adjustments to the conversion ratio which shall be nearly as equivalent to that stated above as may be practical.

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The holder of any shares of Series A Preferred Stock may exercise the conversion right specified in this paragraph by surrendering to any transfer agent of the Corporation the certificate or certificates for the shares to be converted, accompanied by written notice specifying the number of shares to be converted. Upon the occurrence of the event specified in the immediately preceding paragraph, the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided that the Corporation shall not be obligated to issue to any such holder certificates evidencing the shares of Common Stock issuable upon such conversion unless certificates evidencing the shares of Series A Preferred Stock are either delivered to the Corporation or any transfer agent of the Corporation. Conversion shall be deemed to have been effected on the date when delivery of notice of an election to convert is made or on the date of the occurrence of the event specified in the immediately preceding paragraph, as the case may be, and such date is referred to herein as the "Conversion Date." As promptly as practicable thereafter (and after surrender of the certificate or certificates representing shares of Series A Preferred Stock to the transfer agent of the Corporation in the case of a voluntary conversion), the Corporation shall issue and deliver to or upon the written order of such holder a certificate or certificates for the number of full shares of Common Stock to which such holder is entitled. The person in whose name the certificate or certificates for Common Stock are to be issued shall be deemed to have become a holder or record of such Common Stock on the applicable Conversion Date. Upon conversion of only a portion of the number of shares covered by that certificate representing shares of Series A Preferred Stock surrendered for conversion, the Corporation shall issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, at the expense of the Corporation, a new certificate covering the number of shares of Series A Preferred Stock representing the unconverted portion of the certificate so surrendered.

The conversion price shall be subject to adjustments in certain events, including (i) the issuances of capital stock as a dividend or distribution on Common Stock, (ii) subdivisions, combinations, forward and reverse stock splits and reclassification of the Common Stock, (iii) the fixing of a record date for the issuance to all holders of Common Stock of rights or warrants entitling them (for a period expiring within thirty (30) days of such record date) to subscribe for Common Stock, and (iv) the fixing of a record date for the distribution to all holders of Common Stock of evidence of indebtedness or assets (other than cash dividends) of the Corporation or subscription rights or warrants (other than those referred to above). Adjustment in the conversion price may be postponed until the cumulative effect of any adjustments amount to five percent (5%) or more of the conversion price.

5. Redemption. The Corporation shall have the right to redeem the Series A Preferred Stock at any time. Except as otherwise provided herein, nothing contained herein shall obligate the Corporation to redeem the Series A Preferred Stock at any time, and holders of the Series A Preferred Stock shall have no right to obligate the Corporation to redeem any shares of Series A Preferred Stock at any time.



6. Voting Rights. Except as may be provided by law, the holders of Series A Preferred Stock will not be entitled to vote on matters submitted generally to the shareholders of the Corporation. Unless the vote or consent of the holders of a greater number of shares is required by law, the consent of the holders of at least two-thirds of this Series A Preferred Stock at the time outstanding shall be necessary to change, alter or revoke the rights and preferences conferred upon the Series A Preferred Stock by these Amended Articles of Incorporation (the "Articles"), as amended from time to time, or for issuance of further shares of this series or another class of preferred stock which shall be senior to the Series A Preferred Stock.

7. Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Series A Preferred Stock shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in these Amended and Restated Articles of Incorporation (as such Amended and Restated Articles of Incorporation may be amended from time to time). The shares of Series A Preferred Stock shall have no preemptive or subscription rights.

8. Severability of Provisions. If any right, preference or limitation of the Series A Preferred Stock set forth in these Amended and Restated Articles of Incorporation (as such Articles may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences and limitations set forth in these Articles (as these Articles may be amended from time to time) which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

9. Status of Recquired Shares. Shares of Series A Preferred Stock which have been issued and reacquired in any manner shall be cancelled and may be authorized or available for issuance as either Series A or any subsequent series or class of Preferred Stock.

***Series B Preferred Stock***

1. Designation and Number of Shares. The Series B Preferred Stock shall be designated "Series B Cumulative Convertible Preferred Stock" of a par value of \$.01 each (the "Series B Preferred Stock"), and the number of shares constituting the Series B Preferred Stock shall be 375,000 shares.

2. Dividend Rights. Commencing July 1, 1997, holders of shares of the Series B Preferred Stock shall be entitled to receive dividends at an annual rate of 9.6% (\$.096) per share out of funds legally available therefor and when and to the extent declared by the Board of Directors. Dividends shall be payable in arrears in semi-annual installments on January 1 and July 1 in each year, commencing January 1, 1998. Dividends on the Series B Preferred Stock shall be fully cumulative.

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Dividends may be paid either in cash or in Common Stock of the Corporation or a combination thereof. In the event that the Corporation, in its sole discretion, chooses to pay dividends through the issuance in whole or part of its Common Stock, those shares of Common Stock of the Corporation issued to satisfy such dividends shall be valued at the average closing price of the Common Stock of the Corporation for the five trading days preceding declaration of such dividend or, in the absence of a trading market for the Common Stock of the Corporation, at the fair value thereof as determined by the Board of Directors.

If on any dividend payment date, the holders of the Series B Preferred Stock shall not have received the full dividends provided for in the other provisions of this paragraph 2, then such dividends shall cumulate, whether or not earned or declared, with additional dividends thereon for each succeeding full dividend period during which such dividends shall remain unpaid. Unpaid dividends for any period less than a full dividend period shall cumulate on a day-to-day basis and shall be computed on the basis of a 365-day year.

3. Distributions Upon Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the Corporation, but before any distribution or payment shall be made to the holders of Common Stock and the holders of the Series B Preferred Stock shall be entitled to be paid \$1.00 per share on all outstanding shares of Series B Preferred Stock as of the date of such liquidation or dissolution or such other winding up plus any accrued and unpaid dividends thereon to such date, and no more, in cash or in property taken at its fair value as determined by the Board of Directors, or both, at the election of the Board of Directors. If such payment shall have been made in full to the holders of the Series B Preferred Stock and any subsequent issue of Preferred Stock, the remaining assets and funds of the Corporation shall be distributed among the holders of any Junior Preferred Stock so designated and thereafter to the holders of Common Stock of the Corporation. If, upon any such liquidation, dissolution or other winding up of the affairs of the Corporation, the net assets of the Corporation distributable among the holders of all outstanding shares of the Series B Preferred Stock, and any subsequent issue of Preferred Stock issued on a pari passu basis shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they were entitled, then the entire net assets of the Corporation shall be distributed among the holders of the Series B Preferred Stock and any subsequent issue of Preferred Stock issued on a pari passu basis ratably in proportion to the full amounts to which they would otherwise be respectively entitled. Neither the consolidation or merger of the Corporation into or with another corporation or corporations, nor the sale of all or substantially all of the assets of the Corporation to another corporation or corporations shall be deemed a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this paragraph.

4. Conversion Rights. Holders of the Series B Preferred Stock will have the right, at their option and subject to procedures established from time to time by the Corporation, to convert the Series B Preferred Stock into the Corporation's Common Stock at a conversion price of \$2.00 per share of Common Stock. The Company shall have the right to compel the conversion of the Series B Preferred Stock into Common Stock of the Company at a conversion

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PAGE 8 / 12

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price of \$2.00 per share provided that the closing price of the Company's Common Stock on the OTC Bulletin Board, any automated quotation system administered by the National Association of Securities Dealers, Inc. or on any securities exchange is \$5.00 or more for ten consecutive trading days, provided notice is provided by the Company not later than 30 days following the conclusion of such 10 trading day period.

No fractional share or scrip representing a fractional share will be issued upon conversion of the Series B Preferred Stock, which shall be rounded to the nearest whole share of Common Stock. In the event of any reclassification, merger, consolidation or change of shares of the Series B Preferred Stock and/or the Common Stock of the Corporation, the Corporation shall make adjustments to the conversion ratio which shall be nearly as equivalent to that stated above as may be practical.

The holder of any shares of Series B Preferred Stock may exercise the conversion right specified in this paragraph by surrendering to any transfer agent of the Corporation the certificate or certificates for the shares to be converted, accompanied by written notice specifying the number of shares to be converted. Upon the occurrence of the event specified in the immediately preceding paragraph, the outstanding shares of Series B Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided that the Corporation shall not be obligated to issue to any such holder certificates evidencing the shares of Common Stock issuable upon such conversion unless certificates evidencing the shares of Series B Preferred Stock are either delivered to the Corporation or any transfer agent of the Corporation. Conversion shall be deemed to have been effected on the date when delivery of notice of an election to convert is made or on the date of the occurrence of the event specified in the immediately preceding paragraph, as the case may be, and such date is referred to herein as the "Conversion Date." As promptly as practicable thereafter (and after surrender of the certificate or certificates representing shares of Series B Preferred Stock to the transfer agent of the Corporation in the case of a voluntary conversion), the Corporation shall issue and deliver to or upon the written order of such holder a certificate or certificates for the number of full shares of Common Stock to which such holder is entitled. The person in whose name the certificate or certificates for Common Stock are to be issued shall be deemed to have become a holder or record of such Common Stock on the applicable Conversion Date. Upon conversion of only a portion of the number of shares covered by that certificate representing shares of Series B Preferred Stock surrendered for conversion, the Corporation shall issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, at the expense of the Corporation, a new certificate covering the number of shares of Series B Preferred Stock representing the unconverted portion of the certificate so surrendered.

The conversion price shall be subject to adjustments in certain events, including (i) the issuances of capital stock as a dividend or distribution on Common Stock, (ii) subdivisions, combinations, forward and reverse stock splits and reclassification of the Common Stock, (iii) the fixing of a record date for the issuance to all holders of Common Stock of rights or warrants

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entitling them (for a period expiring within thirty (30) days of such record date) to subscribe for Common Stock, and (iv) the fixing of a record date for the distribution to all holders of Common Stock of evidence of indebtedness or assets (other than cash dividends) of the Corporation or subscription rights or warrants (other than those referred to above). Adjustment in the conversion price may be postponed until the cumulative effect of any adjustments amount to five percent (5%) or more of the conversion price.

5. Redemption. The Corporation shall have the right to redeem the Series B Preferred Stock at any time. Except as otherwise provided herein, nothing contained herein shall obligate the Corporation to redeem the Series B Preferred Stock at any time, and holders of the Series B Preferred Stock shall have no right to obligate the Corporation to redeem any shares of Series B Preferred Stock at any time.

6. Voting Rights. Except as may be provided by law, the holders of Series B Preferred Stock will not be entitled to vote on matters submitted generally to the shareholders of the Corporation. Unless the vote or consent of the holders of a greater number of shares is required by law, the consent of the holders of at least two-thirds of this Series B Preferred Stock at the time outstanding shall be necessary to change, alter or revoke the rights and preferences conferred upon the Series B Preferred Stock by these Amended Articles of Incorporation (the "Articles"), as amended from time to time, or for issuance of further shares of this series or another class of preferred stock which shall be senior to the Series B Preferred Stock.

7. Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Series E Preferred Stock shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in these Amended and Restated Articles of Incorporation (as such Amended and Restated Articles of Incorporation may be amended from time to time). The shares of Series B Preferred Stock shall have no preemptive or subscription rights.

8. Severability of Provisions. If any right, preference or limitation of the Series B Preferred Stock set forth in these Amended and Restated Articles of Incorporation (as such Articles may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences and limitations set forth in these Articles (as these Articles may be amended from time to time) which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

9. Status of Recquired Shares. Shares of Series B Preferred Stock which have been issued and reacquired in any manner shall be cancelled and may be authorized or available for issuance as either Series B or any subsequent series or class of Preferred Stock.

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**Designation**

1. Right to Designate Other Series and Classes of Preferred Stock. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI  
REGISTERED AGENT AND  
REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida is:

Steven Adelstein  
3100 North 29th Court  
Hollywood, Florida 33020

**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors. The number of Directors may be increased from time to time by Bylaws adopted by the Directors or the stockholders, but shall never be less than one (1) Director. A Director of the Corporation may only be removed for cause.

**ARTICLE VIII  
LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the General Corporation Law of the State of Florida, or (iv) for any transaction from which the director derived any improper personal benefit.

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**ARTICLE IX  
INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by the provisions of the General Corporation Law of the State of Florida, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment this 12<sup>th</sup> day of September, 1997.

**REALM PRODUCTION AND ENTERTAINMENT, INC.**

By: *Steven Adelstein*  
Name: Steven Adelstein  
Its: President

STATE OF FLORIDA     )  
                                      : SS  
COUNTY OF BROWARD )

The foregoing instrument was acknowledge before me this 12<sup>th</sup> day of September, 1997 by STEVEN ADELSTEIN, the President of Realm Production and Entertainment, Inc., a Florida corporation on behalf of the Corporation. He/she is personally known to me or has produced Dennis Levine as identification and did (did not) take an oath.

*Joan L Fryer*  
Notary Public  
My Commission Expires:     **JOAN L. FRYER**

