

ENTERTAINMENT LAW OFFICES

of
William L. Whitacre

17 SOUTH MAGNOLIA AVENUE ORLANDO, FLORIDA USA 32801
TELEPHONE (407) 422-4469 FACSIMILE (407) 841-3941

P95000045328

May 24, 1995

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

Re: *THE PRODUCER'S GROUP, INC.*

Enclosed please find an original and one copy of the Articles of Incorporation for the above for profit corporation, and a check in the amount of \$122.50 for the filing fees.

Thank you for your assistance in filing same and returning a certified copy to:

William L. Whitacre
17 South Magnolia Avenue
Orlando, Florida 32801
(407) 422-4469

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JUN 1 2 1995

BSB

Very truly yours,



William L. Whitacre

WLW/ww

FILED
95 JUN -6 PM 5:58
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THE PRODUCER'S GROUP, INC.

FILED
95 JUN -6 PM 5:50
S. G. H. H.
TALLAHASSEE, FLA.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, files these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

THE PRODUCER'S GROUP, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be:

2773 Falling Tree Circle
Orlando, Florida 32837

ARTICLE III
CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares at an initial par value of \$1.00 per share.

ARTICLE IV
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights and the shareholders of the corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them.

ARTICLE V
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

William L. Whitacre, Esquire
17 South Magnolia Avenue
Orlando, Florida 32801

ARTICLE VI
TERM OF EXISTENCE

This corporation shall have perpetual existence unless voluntarily dissolved according to law.

ARTICLE VII
INCORPORATOR

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

William L. Whitacre, Esquire
17 South Magnolia Avenue
Orlando, Florida 32801

ARTICLE VIII
OFFICERS

The initial officers of the corporation shall be:

President:	Paul Sirmons
Secretary:	Steve Prevesk
Treasurer:	Brent Wilson

ARTICLE IX
DIRECTORS

There shall be four directors initially, whose terms shall commence upon the initial organizational meeting of the corporation. The initial directors shall be:

Chairman of the Board of Directors:	Paul Sirmons
Director:	Steve Prevesk
Director:	Brent Wilson
Director:	Therman Bronaugh

The number of directors may be changed from time to time in accordance with the By Laws adopted at the initial organizational meeting.

ARTICLE X
PURPOSE

The purpose for which this corporation is formed is to conduct all lawful business authorized by the State of Florida and the laws of the United States, including but not limited to the acquisition, development, financing, production, marketing, and distribution of motion pictures, television programs, and entertainment product in all media, and all rights related thereto throughout the world.

ARTICLE XI
MANAGEMENT

The affairs of the corporation shall be managed by the Board of Directors in accordance with the By Laws and rules of procedure adopted at the initial organizational meeting of the Corporation.

The undersigned has executed these Articles of Incorporation
this 25th day of May, 1995.

A handwritten signature in cursive script, appearing to read 'W. L. Whitacre', written over a horizontal line.

William L. Whitacre
Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of section 607.0501 Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the Corporation is:

THE PRODUCER'S GROUP, INC.

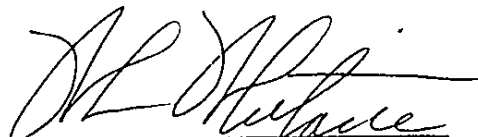
2. The name and address of the registered agent and office is:

William L. Whitacre, Esquire
17 South Magnolia Avenue
Orlando, Florida 32801



William L. Whitacre
Incorporator
May 25, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



William L. Whitacre
Registered Agent
May 25, 1995

FILED
95 JUN -5 PM 5:58
CLERK OF DISTRICT COURT
JULY 1995

1295000045328

ENTERTAINMENT LAW OFFICES

of
William L. Whitacre

1000 Universal Studios Plaza
Building 22A, Suite 211
Orlando, FL USA 32819-7610

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*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
X	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED
97 MAY 12 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

5-12-97
WU



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1997

WILLIAM L. WHITACE, ESQ.
P. O. BOX 947689
MAITLAND, FL 32794-7689

SUBJECT: THE PRODUCER'S GROUP, INC.
Ref. Number: P95000045328

We have received your document for THE PRODUCER'S GROUP, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 897A00020745

THE PRODUCERS GROUP, INC.

All of the shareholders of this Corporation having consented to Dissolution of this Corporation, and having authorized the filing of Articles of Dissolution by the President, Paul Sirmons, said Articles of Dissolution are hereby filed.

ARTICLES OF DISSOLUTION

NAME

The name of this corporation is:

THE PRODUCERS GROUP, INC.

FILED
97 MAY 12 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE OF FILING OF ARTICLES OF INCORPORATION

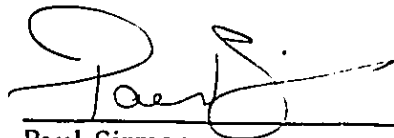
The Articles of Incorporation of this corporation were filed on June 6, 1995.

NO ASSETS OR LIABILITIES

Since the filing of the Articles this corporation has determined that the principal business purpose for which it was created, ie the funding and production of a motion picture, has not been accomplished, and no further purpose exists to continue the corporation. No financial business was conducted by this corporation, no assets were acquired, and no liabilities exist.

APPROVAL OF DISSOLUTION BY SHAREHOLDERS

All of the shareholders of the corporation representing all of the 10,000 authorized shares of the corporation, cast 10,00 votes in favor of dissolution of the corporation, effective the 11th day of April, 1997, and authorized the filing of these Articles by the President, Paul Sirmons.



Paul Sirmons
President

AFFIDAVIT


COMES NOW Affiant, PAUL SIRMONS, and having been sworn, says:

1. I am the President and Sole Shareholder of THE PRODUCERS GROUP, INC.
2. I have executed the attached Articles of Dissolution for THE PRODUCERS GROUP, INC.
3. THE PRODUCERS GROUP, INC. has no intention of revoking the voluntary dissolution.
4. The name THE PRODUCERS GROUP, INC., is available for immediate use by any other corporation.



PAUL SIRMONS
President and Sole Shareholder

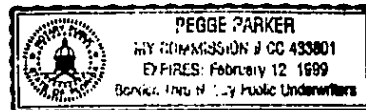
BEFORE ME, a Notary Public of the State of Florida, came this 16th day of June, 1996, PAUL SIRMONS, identified to me by personally known to me, and he took an oath that the above Affidavit is true and correct.



NOTARY PUBLIC
STATE OF FLORIDA

PEGGE PARKER

SEAL



FILED
97 MAY 12 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA