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JUN 14 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ML Vernon Street
Orlando, Florida 32803.

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

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

JUN 14 1995

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

F. CHESSEY JUN 19 1995

Examiner's Initials

ARTICLES OF INCORPORATION
FOR
PROFESSIONAL VISION PRODUCTIONS, INCORPORATED

THE UNDERSIGNED for the purposes of forming a corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes (1991), do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME. The corporation's name is Professional Vision Productions, Incorporated.

ARTICLE II. PURPOSES and POWERS. This corporation is organized for the following purposes:

A. As principal, or otherwise, to produce, distribute and market motion picture and video productions, and generally to do everything suitable, proper and conducive to the successful conduct of a motion picture production and distribution company; and any other lawful enterprise.

B. To produce motion picture and video productions, option to purchase and purchase literary works, audition and /or employ production crews and actors, purchase or hire motion picture equipment and supplies, distribute and market motion picture and video productions, and all other activities necessary to manage the business and regulate the affairs of Professional Vision Productions, Inc.; and any other lawful purpose.

C. The activities of this corporation shall be carried out only through directors, officers and employees, each of whom shall be properly licensed as required by the State of Florida or any other state or local licensing authority which may by statute, ordinance or rule, from time to time, create such requirements.

D. To do any of the lawful things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, partnership, corporation, government of any governmental authority, subdivision or agency thereof.

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E. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in Chapter 607, Florida Statutes, and to have and to exercise all powers conferred by the laws pursuant to which this corporation is formed, as such laws are in effect or may at any time hereafter be amended, and to do any and all things hereinafter set forth to the same extent and as fully as natural persons, firms, associations, partnerships or corporations, and in any part of the world.

The foregoing statement of purposes and powers shall be liberally construed in aid of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of and in addition to, and not limitation of, said general powers.

ARTICLE III. CAPITAL STOCK. The total number of shares of capital stock the corporation shall be authorized to issue is one hundred (100) shares. Such shares shall be of a single class of common stock and shall have a per value of one dollar (\$1.00).

ARTICLE IV. CAPITAL STRUCTURE - SUBCHAPTER S CORPORATION - 26 USC 1371. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

ARTICLE V. SHAREHOLDER'S RIGHTS IN DETERMINATION OF CONSIDERATION FOR WHICH SHARES ARE TO BE ISSUED. The shareholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

ARTICLE VI. ALIENATION OF SHARES - RESTRICTIONS

A. No shareholder of this corporation may sell or transfer shares of stock of this corporation except to another individual who is eligible to be a shareholder of such corporation.

B. No shareholder shall transfer or encumber his share of capital stock of this corporation to any person, firm or corporation without the written consent of the other shareholders unless the shareholder desiring to make the transfer or encumbrance shall first make the offer to sell to or have encumbered by the corporation and remaining shareholders in the manner prescribed in the By-Laws of this corporation.

ARTICLE VII. CAPITALIZATION. The amount of capital with which the corporation will begin to practice and engage in business transactions shall be not less than one hundred dollars.

ARTICLE VIII. COMMENCEMENT OF BUSINESS AND DURATION. The date and time of the commencement of corporate existence shall be upon filing of these Articles of Incorporation with the Office of the Secretary of State for the State of Florida. The corporation shall have perpetual existence.

ARTICLE IX. PRINCIPAL OFFICE. The initial address of the corporation's principal office is: 1424 1/2 Mt. Vernon Street., Orlando, Florida 32803-5420

ARTICLE X. MANAGEMENT BY BOARD OF DIRECTORS. The corporation shall be governed by Chapter 607, Florida Statutes, known and cited as the "Florida General Corporation Act", and other applicable laws of the State of Florida and the United States of America. The business of the corporation shall be managed by a Board of Directors consisting of two (2) directors initially. The names and addresses of the persons who shall serve as members of the initial Board of Directors are:

Michele L. G. Sinclair
1147 S. Pennsylvania Ave. No.7
Winter Park, Florida 32789

David G. Stovall
1424 1/2 Mt. Vernon St.
Orlando, Fl. 32803

ARTICLE XI. REGISTERED AGENT. The name and address of the initial registered agent of the corporation as more fully described in the attached CERTIFICATE OF REGISTERED AGENT is:

David Stovall
1424 1/2 Mt. Vernon St.
Orlando, Fl. 32803

ARTICLE XII. INCORPORATORS AND OFFICERS. The name and address of the person signing these Articles of Incorporation as initial incorporator and officer, and subscriber thereto is:

(same as above)

ARTICLE XIII. DISSOLUTION. The corporation may be dissolved at any time by (1) unanimous written consent of the shareholders, or (2) the affirmative vote of the shareholders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation's property and assets shall, after payment of all just debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, I the undersigned incorporator and subscriber of this corporation have executed these Articles of Incorporation at Orlando, Orange County, Florida on this 8th day of JUNE, 1995.

David Stovall

CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby certify and agree to act in this capacity, and I further certify and agree to comply with the provision of all statutes, ordinances and rules, relative to the proper and complete performance of my lawful duties.

David Stovall

STATE OF FLORIDA
ORANGE COUNTY

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State of Florida to take acknowledgments, personally appeared:

DAVID STOVALL

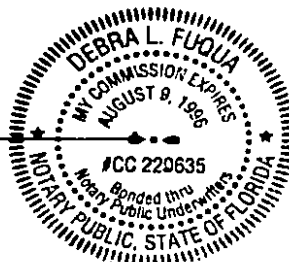
to me known to be the individual described as incorporation and subscriber or who identified himself by the following identification:

Florida Driver License 5314-167-58-426
Type of identification Number

and who executed the foregoing Articles of Incorporation and Certificate of Registered Agent, respectively.

WITNESS MY HAND and OFFICIAL SEAL in the County and State aforesaid, this 8th day of June, 1995, A.D.

Debra L. Fuqua
Notary Public
State of Florida at Large
My Commission expires: August 9, 1996



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TALLAHASSEE, FLORIDA

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David Storck
CARPE DIEM FILMS, INC.

1929/2
5 Mt. Vernon Street
Orlando, Florida 32803.

OFFICE USE ONLY

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TALLAHASSEE, FLORIDA

Cor address
Linda
QR2E031(10/92)

Examiner's Initials

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, DAVID STORALL, hereby resign as PRESIDENT
(Title)
of PROFESSIONAL VISION PRODUCTIONS, INC.
(Name of Corporation)
a corporation organized under the laws of the State of Florida.

That the corporation has been notified in writing of the resignation.

David B. Mortham
(Signature of resigning officer/director)

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DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314