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FILED JUN 15 1995  
TALLAHASSEE, FLORIDA  
\*\*\*\*\* 311.00 \*\*\*\*\* 70.00

1151-6142-3

06/15/95



John A. Leklem

407 422-4469

OFFICE USE ONLY

John A. Leklem, P.A.

S

17 S. Magnolia Avenue

Orlando, FL

32801

95-209

x

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

1. \_\_\_\_\_ EFFECTIVE DATE \_\_\_\_\_ (Document #)  
(Corporation Name) 7-1-95
2. \_\_\_\_\_ (Document #)  
(Corporation Name)
3. \_\_\_\_\_ (Document #)  
(Corporation Name)
4. \_\_\_\_\_ (Document #)  
(Corporation Name)

FILED  
1995 JUN 16 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

F. CHESSER JUN 20 1995

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

John GAVE  
 AUTHORIZATION L. PHONE TO  
 CORRECT 7c  
 DATE 6-20-95  
 DOC. EXAM 7c

Examiner's Initials

Articles of Incorporation  
of  
PHANTOM FILMS, INC.

FILED  
RPS JAN 16 AM 10 39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. Name: The name of this corporation shall be  
*Effective Date*  
2-1-95  
Phantom Films, Inc.

ARTICLE II. Principal Office and Mailing Address: The  
principal office and mailing address of this  
corporation shall be: 17 South Magnolia Avenue,  
Orlando, Florida 32801.

ARTICLE III. Authorized Shares:

1. Voting: The corporation is authorized to  
have 100 shares of voting common stock having a  
par value of \$0.01 per share.
2. Non-Voting: The corporation is authorized to  
have 100 shares of non-voting common stock having  
a par value of \$0.01 per share.

ARTICLE IV. Effective Date: If July 1, 1995 is within five  
business days prior to the date of filing with  
the Department of State, then July 1, 1995 shall  
be the "Effective Date", if July 1, 1995 is after  
the date of filing with the Department of State,  
then July 11, 1995 shall be the Effective Date;

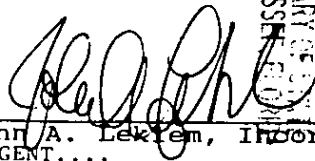
otherwise, the date of filing with the Department of State shall be the Effective Date.

ARTICLE V. Initial Registered Agent and Address: The name and street address of the initial registered agent is: *John A. Leklem, 17 South Magnolia Avenue, Orlando, Florida 32801.*

ARTICLE VI. Incorporator: The name and address of the incorporator is: *John A. Leklem, 17 South Magnolia Avenue, Orlando, Florida 32801.*

ARTICLE VII. Initial Board of Directors: The name and address of each member of this corporation's initial Board of Directors is: *Stephen J. Hacker, 271 Shellpoint East Maitland, Florida 32751.*

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument as of June 14, 1995.



John A. Leklem, Incorporator

I ACCEPT AS REGISTERED AGENT....

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
1995 JUN 16 AM 10:18  
FILED