

P95000048894

CHOICE ENTERTAINMENT, INC

1725 North 53rd Ave

Hollywood, Florida 33021

305-987-5695

305-987-6214 Fax

June 16, 1995

Florida Department of State
Division of Corporation
Tallahassee, Florida
32314

400001516304
-06/20/95--01012--018
****122.00 ****122.00

Gentlemen;

Please find enclosed our check in the amount of \$122.00 to cover
the cost of incorporating BRANDON FILM CO.

Also copies have been certified.

Sincerely,

S. M. Schermer

65 JUN 19 PM 3:12

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WJW

ARTICLES OF INCORPORATION
OF
BRANDON FILM CORPORATION

95 JUN 19 PM 3:12

The undersigned incorporator, hereby adopt the following Articles of Incorporation, for the purpose of forming a Corporation under the Florida Business Corporation Act.

ARTICLE 1. CORPORATE NAME.

The Name of Corporation ["Corporation"] shall be:

BRANDON FILM CORPORATION

ARTICLE II. TERM OF EXISTENCE.

The existence of the Corporation shall begin on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business and mailing address of this Corporation shall be:

1725 North 53rd Ave., Hollywood, Fla 33021

ARTICLE IV. NATURE OF BUSINESS AND POWERS.

The Corporation is organized for the purpose of distribution of motion picture, television and home video shows; and for any and all other lawfull business.

ARTICLE V. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand [5,000] shares, all of which shall be Common Shares.

All Common Shares shall be identicla with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

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ARTICLE VI. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for each of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share [as nearly as may be done without issuance of fractional shares] at the price at which it is offered to others.

ARTICLE VII. RESTRICTIONS ON TRANSFER OF STOCK.

Shares of Capital Stock of this Corporation shall be issued initially to the following personas and in the amount set opposite their names:

Judy Schermer	500 Shares
Sheldon Schermer	500 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE VIII. REGISTERED AGENT AND ADDRESS.

The name and street address of the Corporation initial Registered Agent is :

S.M.SCHERMER
1725 N.53RD AVE
Hollywood Fla 33021

The Board of Directors from time to time may move the Registered office to any other address in the State of Florida.

ARTICLE IX. BOARD OF DIRECTORS.

The initial Board of Directors shall consist of two [2] members. The names and addresses of the persons who will serve on the initial Board of Directors are:

Judy Schermer	Sheldon M. Schermer
1725 North 53rd Ave	1725 North 53rd Ave
Hollywood, Fla 33021	Hollywood Fla 33021

The number of Directors may be either increase or diminished from time to time by Bylaws adopted by the Shareholders , but shall never be less than one [1].

ARTICLE X. INCORPORATORS.

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

SHELDON M. SCHERMER
1725 NORTH 53RD AVE
HOLLYWOOD, FLA 33021

ARTICLE XI. BYLAWS

The power to adopt, alter, amend or appeal the Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII, INDEMNIFICATION.

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XIII AMENDMENT.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation this 14 day of June, 1995.



Sheldon M. Schermer, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County aforesaid, personally appeared SHELDON M. SCHERMER, to me and known by me to be the person who executed the foregoing Articles of Incorporation, and SHELDON M. SCHERMER acknowledged before me that he executed those Articles of Incorporation for the purposes therein stated.

WITNESS by hand and official seal this 14 day of June, 1995.



Sandra Juliachs

NOTARY PUBLIC

NAME; SANDRA JULIACHS

COMMISSION NO. CC 301054

MY COMMISSION EXPIRES: July 12, 1997

55 JUN 19 PM 3:12

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 507.0501, Florida Statutes, the undersigned Corporation, organized under the laws of State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The Name of the Corporation is **BRANDON FILM CORPORATION**
2. The Name and address of the Registered Agent and office is:

**SHELDON M. SCHERMER
1725 NORTH 53RD AVE
HOLLYWOOD, FLA 33021**

BRANDON FILM CORPORATION

BY: *Sheldon M. Schermer*

SHELDON M. SCHERMER, VICE PRESIDENT

DATE: June 12, 1995

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION 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.

Sheldon M. Schermer

SHELDON M. SCHERMER, Registered Agent

Date: June 12, 1995