

95 0000 50618  
ENTERTAINMENT LAW OFFICES

of  
*William L. Whitacre*

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

June 22, 1995

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

200001523242  
-06/26/95--01071--012  
\*\*\*\$122.50 \*\*\*\$122.50


Re: *AVERY SMARTCAT PRODUCTIONS, 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

Very truly yours,



William L. Whitacre

WLW/ww

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95 JUN 26 AM 10: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION  
OF  
***AVERY SMARTCAT PRODUCTIONS, INC.***

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

**ARTICLE I**  
**NAME**

The name of the corporation shall be:  
***AVERY SMARTCAT PRODUCTIONS, Inc.***

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II**  
**PRINCIPAL OFFICE**

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

1224 East Lakeshore Boulevard  
Kissimmee, Florida 34744

**ARTICLE III**  
**CAPITAL STOCK**

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

**ARTICLE IV**  
**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 V**  
**TERM OF EXISTENCE**

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

**ARTICLE VI**  
**INCORPORATOR**

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

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

**ARTICLE VII**  
**OFFICERS**

The initial officers of the corporation shall be:

President	Brent Kingston
Vice President	Bradley William Kingston
Vice President/Operations	Keith A, McMurry
Vice President/Productions	Rhett C. Cork
Vice President/Product Dev.	Mary Rivera
Vice President/Public Relations	Graig Greca
Secretary/Treasurer	Glory Kingston

**ARTICLE VIII**  
**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 following:

The acquisition, development, production, publishing, marketing, management, and promotion of entertainment, both for the corporation, and for third parties.

**ARTICLE IX**  
**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 X**  
**MANAGEMENT**

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

The undersigned has executed these Articles of Incorporation this 22th day of June, 1995.



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:  
*AVERY SMARTCAT PRODUCTIONS, 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  
Registered Agent  
June 22, 1995

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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  
June 22, 1995