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ENTERTAINMENT LAW OFFICES

*William L. Whitacre*

17 SOUTH MAGNOLIA AVENUE ORLANDO, FLORIDA USA 32801  
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July 10, 1995

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

Re: *LENORE 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

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\*\*\*\*122.50 \*\*\*\*122.50

Very truly yours,



William L. Whitacre

WLW/ww

*Nevermore, Inc.*

*P94-32357*

*Nevermore Productions Inc*

*P95-2730*

CL. REGISTER JUL 31 1995

FILED  
95 JUL 27 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
*Lenore Productions, Inc.*

FILED  
95 JUL 27 PM 12:19  
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TALLAHASSEE, FLORIDA

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:

*LENORE PRODUCTIONS, Inc.*

ARTICLE II  
PRINCIPAL OFFICE

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

174 East Seabreeze Circle  
Kissimmee, Florida 34743

ARTICLE III  
CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is 375,000 shares at a par value of \$2.50 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  
Secretary  
Treasurer

Steven Ayers  
Michael Bekemeyer  
William L. Whitacre

**ARTICLE VIII**  
**DIRECTORS**

There shall be no directors initially. The number of directors may be changed from time to time in accordance with the provisions of the By-Laws adopted by the corporation.

**ARTICLE IX**  
**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 commercial development, production, marketing, and distribution of a motion picture currently entitled *Nevermore*, and all related and ancillary rights therein, in all media, for the profit of the shareholders.

**ARTICLE X**  
**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 XI**  
**MANAGEMENT**

The affairs of the corporation shall be managed by the Shareholders, in accordance with the By Laws and rules of procedure

The undersigned has executed these Articles of Incorporation this 10th day of July, 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

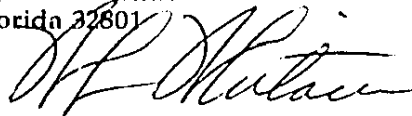
Pursuant to the provisions of section 607.0501 Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the Corporation is:

*LENORE 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  
July 10, 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  
July 10, 1995

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