

95000059063

ENTERTAINMENT LAW OFFICES

of

William L. Whitacre

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

July 10, 1995

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

500001548475
-07/28/95--01029--012
****122.50 ****122.50

Re: *AYERS ENTERTAINMENT GROUP, 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
William L. Whitacre

S.F. 95
(715)

WLW/ww

ARTICLES OF INCORPORATION
OF
Ayers
Entertainment Group, 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:

AYERS ENTERTAINMENT GROUP, Inc.

ARTICLE II
PRINCIPAL OFFICE

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

17 South Magnolia Avenue
Orlando, Florida 32801

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
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 acquisition, development, production, publishing, marketing, management, and promotion of entertainment product, both for the corporation, and for third parties for the motion picture, television, and allied industries.

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 adopted at the initial meeting of the Corporation.

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

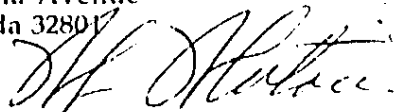
Pursuant to the provisions of section 607.0501 Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the Corporation is:

AYERS ENTERTAINMENT GROUP, 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