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PP500068564

ACCOUNT NO. : 072100000032

REFERENCE : 674883 129520A

AUTHORIZATION : *Patricia Pizitz*

COST LIMIT : \$ 100.50

ORDER DATE : September 6, 1995

ORDER TIME : 9:50 AM

ORDER NO. : 674883

200001578392

CUSTOMER NO: 129520A

CUSTOMER: Mr. Edwin Mansfield
MANSFIELD PRODUCTIONS, INC.

Building 22
1000 Universal Studio Plaza
Orlando, FL 32819

DOMESTIC FILING

NAME: MANSFIELD ENTERTAINMENT, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

95 SEP - 6 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. BROWN SEP - 6 1995

**ARTICLES OF INCORPORATION
OF
MANSFIELD ENTERTAINMENT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.

The name of the corporation is:

MANSFIELD ENTERTAINMENT, INC.

2.

The principal office address is:

**1000 Universal Studios Plaza; Bldg. 22
Orlando, Florida 32819**

3.

The corporation shall have perpetual duration.

4.

The corporation is a corporation for profit and is organized to engage in the production, exploitation, distribution, investment and participation in motion pictures; and the general business of entertainment, management, merchandising, marketing, music publishing, leasing, licensing and other activities in all areas of the motion picture and entertainment industries; and further, the corporation shall have the authority to engage in any work, service or pursuit in aid of its general objects above stated and to do all such other acts not specifically prohibited to corporations for profit under the laws of the State of Florida, and the corporation shall have all powers necessary to conduct such business and engage in such activities including, but not limited to, the powers enumerated in the Florida Business Corporation Code or any amendment thereto.

5.

The corporation shall have authority to issue not more than 100,000 shares of common stock at no par value per share.

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6.

The corporation shall not commence business until it shall have received not less than \$100 in payment for the issuance of shares of stock.

7.

No holder of shares of any class of capital stock of the corporation shall have preemptive rights, and the corporation shall have the right to issue and to sell, to any person or persons, any shares of its capital stock or any option rights or any securities having conversion or option rights, without first offering such shares, rights or securities to any holders of shares of any class of capital stock of the corporation.

8.

The initial registered office of the corporation is: 1000 Universal Studios Plaza; Bldg. 22; Orlando, FL.; 32819. The initial registered agent of the corporation is Edwin E. Mansfield.

9.

The initial Board of Directors shall consist of two members, whose names and addresses are as follows:

Edwin E. Mansfield
President/CEO
7246 Della Drive
Orlando, FL. 32819

Melanie Davies
Secretary
7246 Della Drive
Orlando, FL. 32819

The number of members of the Board of Directors may be increased by resolution of the then existing directors, as provided in the by-laws, to up to fifteen members.

10.

The name and address of the incorporator is:

Edwin E. Mansfield
7246 Della Drive
Orlando, Florida 32819


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11.

The corporation shall have the power, upon the adoption of a resolution by its Board of Directors, to make contributions to its shareholders out of its capital surplus and to purchase its own shares of the unreserved and unrestricted capital surplus available therefor. Shares of the corporation that have been purchased, redeemed or otherwise re-acquired by the corporation shall be cancelled.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for MANSFIELD ENTERTAINMENT.

This 5th day of September, 1995,


Edwin E. Mansfield
President/CEO and Registered Agent

I hereby accept and am familiar
with the duties of being Registered
Agent.