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1029 WEST MAGNOLIA STREET
LEECSBURG, FLORIDA 34748

March 28, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

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Re: Kingstone Films, Inc.

Dear Sir:

Enclosed is the original and duplicate copy of the Articles of Incorporation as pertain to the above corporation.

The duplicate copy has been subscribed and acknowledged by the incorporator in the same manner as the original. The registered agent and registered office for the corporation have been so designated in the body of the Articles of Incorporation for acceptance of service of process. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify, and return same to this office.

Our check made payable to the Secretary of State is also enclosed in the amount of \$122.50 for filing fee, cost of certified copy, filing certificate of registered agent, and the filing tax.

Sincerely Yours,

L. E. Taylor

LET:pn
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -8 AM 11:48

95/4/2/96

ARTICLES OF INCORPORATION
OF
KINGSTONE FILMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -8 AM 11:48

The undersigned, acting as Incorporator (s) to form a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name and address of this corporation is: KINGSTONE FILMS, INC., 4420 Bay Forest Lane, Fruitland Park, Florida 34731.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is \$7,500 shares of common stock, having a nominal or par value of \$1.00 per share.

The common stockholders of this corporation may enter into written agreement subjecting the disposition or transfer of all or any common stock of the corporation to reasonable restraints by sale, assignment, pledge, will, inter vivos gift, or any other method of transfer or encumbrance of said common stock.

Stockholders may include in their agreements between themselves, the following as matters of agreement:

(1) Any reasonable limitation upon the transferability, assignment, or pledge of said common stock; and/or

(2) The conferring of preemptive rights of purchase upon officers and/or common

stockholders as conditions precedent to the sale, assignment, bequest, gift or pledge of said common stock.

In the event that stockholders of this corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of this corporation, such stock shall not be eligible for transfer on the books of this corporation unless and until all of the terms and conditions of such agreement are met.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are filed by the Secretary of the State of Florida.

ARTICLE V. INCORPORATORS

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

<u>Name</u>	<u>Address</u>
L. E. Taylor	1029 W. Magnolia Street Leesburg, FL 34748

ARTICLE VI. DIRECTORS

This corporation shall have not less than three (3) or more than fifteen (15) directors initially. The number of directors may be increased or diminished, from time to time, by the by-laws, but shall never be less than one.

ARTICLE VII. OFFICERS

This corporation shall have a president, who shall be a director, a secretary, and a treasurer, and any other additional officers authorized by its by-laws.

ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the members of the first board of directors are:

<u>Name</u>	<u>Address</u>
Arthur A. Ayrls	4420 Bay Forest Lane Fruitland Park, FL 34731
James T. Safford	5215 Banana Point Okahumpka, FL 34762
Marshall H. Hux	1009 North Shore Drive Leesburg, FL 34748
Bret Taylor	2420 Fairway Avenue Eustis, FL 32726
J. B. Jones	8343 Lakeshore Drive Yalaha, FL 34797
Carl Munn	33314 Somerset Drive Leesburg, FL 34788
William F. Parrish	04349 Emmaus Road Fruitland Park, FL 34731
Vance Moore	3650 Steven Road Lady Lake, FL 32159
Michael Dean Holland	19049 Lake Swatara Drive Eustis, FL 32726-7709

ARTICLE IX. DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

The initial street address in Florida of the initial registered office of the corporation is 1029 West Magnolia Street, Leesburg, Lake County, Florida, and the name of the initial registered agent at that address is L. E. Taylor.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity,


and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


L. E. TAYLOR, Registered Agent

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto; and any right conferred upon the stockholders is subject to this reservation.

Dated at Leesburg, Lake County, Florida, this 3rd day of April, 1996.

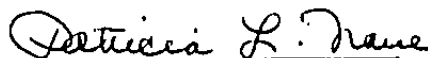

L. E. TAYLOR
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR - 8 AM 11:48

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared L. E. TAYLOR, known to me to be the person described in and who executed the foregoing Instrument, who acknowledged before me that he executed the same, that I relied upon the following form of Identification of the above-named person: (personal knowledge) and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of April, 1996.


Notary Public
Patricia L. Nave
Printed Name

My Commission Expires:

