

P9600003 2046



96 APR 12 AM 11:09  
DIVISION OF CORPORATION

FILED  
96 APR 12 PM 10:32  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 916661 5011226  
AUTHORIZATION : *Patricia Pj*  
COST LIMIT : \$ 122.50

ORDER DATE : April 12, 1996

ORDER TIME : 10:27 AM

ORDER NO. : 916661

500001778425

CUSTOMER NO: 5011226

CUSTOMER: Patricia Duncan, Legal Asst  
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: RENAISSANCE FILMWORKS, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: *IB*

*4/12/96*

Articles of Incorporation  
of  
Renaissance FilmWorks, Inc.

FILED  
96 APR 12 AM 10:32  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Renaissance FilmWorks, Inc.  
The mailing address of the corporation shall be c/o David  
Rosenberg, 7685 Debeaubien Drive, Orlando, Florida 32835.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting  
any or all lawful business for which corporations may be incorpo-  
rated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.01  
par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this  
corporation shall be:

201 E. Pine Street, Suite 1200  
Orlando, Florida 32801

The name of the initial registered agent of this corporation  
at that address shall be:

Byrd F. Marshall, Jr.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The names and addresses of the initial director of this corporation are as follows:

| <u>Name</u>        | <u>Street Address</u>  |
|--------------------|--|
| Sylvester Stallone | c/o David Rosenberg<br>7685 Debeaubien Drive<br>Orlando, Florida 32835 |

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

| <u>Name</u>           | <u>Address</u>  |
|-----------------------|---|
| Byrd F. Marshall, Jr. | 201 E. Pine St., Suite 1200<br>Orlando, Florida 32801 |

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - 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 shareholders is subject to this reservation.

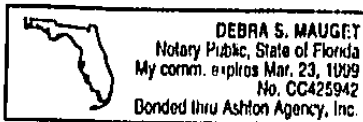
IN WITNESS WHEREOF, the undersigned incorporator has  
executed these Articles of Incorporation this 11th day of April,  
1996.

  
Byrd F. Marshall, Jr.  
Incorporator

FILED  
95 APR 12 PM 10:32  
RECORDED  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this  
11th day of April, 1996, by Byrd F. Marshall, Jr., who is  
personally known to me and did not take an oath.



AFFIX NOTARY STAMP

  
Signature of Notary Public

DEBRA S. MAUGHEY  
(Print Notary Name)  
My Commission Expires: 3/23/99  
Commission No.: CC425942

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of  
Incorporation of Renaissance FilmWorks, Inc., I hereby accept and  
agree to act in this capacity.

  
Byrd F. Marshall, Jr.

P96000032046

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

WHITE EAGLE ENTERPRISES, INC., a California corporation not qualified in  
Florida

INTO

RENAISSANCE FILMWORKS, INC., a Florida corporation, P96000032046

File date: December 10, 1996, effective December 31, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086



networks

PRIENTHUSELL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 181891 5011226

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 122.50

ORDER DATE : December 10, 1996

ORDER TIME : 9:42 AM

ORDER NO. : 181891-005

CUSTOMER NO: 5011226

CUSTOMER: Ms. Melissa L. Fox  
Gray Harris & Robinson  
S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

EFFECTIVE DATE  
*12-31-96*

000002024692--0

ARTICLES OF MERGER

WHITE EAGLE ENTERPRISES, INC.

INTO

RENAISSANCE FILMWORKS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

56 DEC 10 PM 12:35

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: \_\_\_\_\_

*Merge*  
*12/15*

ARTICLES OF MERGER  
OF  
WHITE EAGLE ENTERPRISES, INC.  
WITH AND INTO  
RENAISSANCE FILMWORKS, INC.

FILED  
96 DEC 10 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act  
and the  
California General Corporation Law

EFFECTIVE DATE

12-31-96

WHITE EAGLE ENTERPRISES, INC., a California corporation  
("White Eagle"), desires to merge with and into RENAISSANCE  
FILMWORKS, INC., a Florida corporation ("Renaissance"). In  
connection therewith, the undersigned DO HEREBY CERTIFY as  
follows:

FIRST: That the names and states of incorporation of each  
of the constituent corporations are:

| <u>Name</u>                   | <u>State of Incorporation</u> |
|-------------------------------|-------------------------------|
| WHITE EAGLE ENTERPRISES, INC. | California                    |
| RENAISSANCE FILMWORKS, INC.   | Florida                       |

SECOND: That the merger of White Eagle with and into  
Renaissance (the "Merger") is permitted by the laws of the state  
under which each constituent corporation is incorporated.

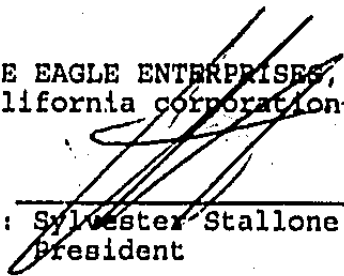
THIRD: That a Plan of Merger (a copy of which is attached  
hereto and made a part hereof) has been duly adopted and approved  
by the shareholders of each of the constituent corporations as of  
June 25, 1996.

FOURTH: That Renaissance is the surviving corporation.

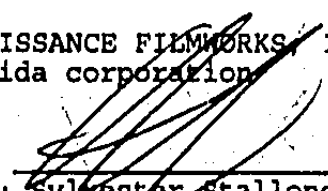
FIFTH: That the Merger shall be effective as of the close of business on December 31, 1996.

IN WITNESS WHEREOF, the Boards of Directors of White Eagle and Renaissance have each caused these Articles of Merger to be executed by an authorized officer this 25<sup>th</sup> day of June, 1996.

WHITE EAGLE ENTERPRISES, INC.,  
a California corporation

By:   
Name: Sylvester Stallone  
Its: President

RENAISSANCE FILMWORKS, INC., a  
Florida corporation

By:   
Name: Sylvester Stallone  
Its: President



STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this  
25 day of June, 1996, by Sylvester Stallone, President of  
WHITE EAGLE ENTERPRISES, INC., a California corporation, on  
behalf of the corporation. He/she is personally known to me or  
has produced \_\_\_\_\_ (type of identification) as  
identification and (did/did not) take an oath.



KEVIN KING TEMPLETON  
My Commission CC526026  
Expires Jan. 21, 2000

Kevin King Templeton  
(Signature)

Kevin King Templeton  
(Print Name)  
Notary Public  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this  
25 day of June, 1996, by Sylvester Stallone, President of  
RENAISSANCE FILMWORKS, INC., a Florida corporation, on behalf of  
the corporation. He/she is personally known to me or has  
produced \_\_\_\_\_ (type of identification) as  
identification and (did/did not) take an oath.



KEVIN KING TEMPLETON  
My Commission CC526026  
Expires Jan. 21, 2000

Kevin King Templeton  
(Signature)

Kevin King Templeton  
(Print Name)  
Notary Public  
My Commission Expires: \_\_\_\_\_

**PLAN AND AGREEMENT  
OF MERGER BETWEEN  
WHITE EAGLE ENTERPRISES, INC.  
AND  
RENAISSANCE FILMWORKS, INC.**

THIS PLAN AND AGREEMENT OF MERGER, dated as of the 25<sup>th</sup> day of June, 1996, by and among WHITE EAGLE ENTERPRISES, INC., a California corporation ("White Eagle"), and RENAISSANCE FILMWORKS, INC., a Florida corporation ("Renaissance"), providing that White Eagle shall merge with and into Renaissance, pursuant to the terms and conditions contained herein and in accordance with the Florida Business Corporation Act and the California General Corporate Law, effective as of the close of business on December 31, 1996, (the "Merger").

WHEREAS, White Eagle, is a California corporation, with its principal place of business at 150 South Rodeo Drive, Beverly Hills, California, 90212;

WHEREAS, Renaissance, is a Florida corporation with its principal place of business at 7685 Debeaubien Drive, Orlando, Florida 32835;

WHEREAS, the aggregate number of shares that White Eagle is authorized to issue is 25,000 shares at no par (the "White Eagle Stock"), of which 1,000 shares are outstanding;

WHEREAS, the aggregate number of shares that Renaissance is authorized to issue is 1,000 shares at \$0.01 par (the "Renaissance Stock"), of which 100 shares are outstanding;

WHEREAS, all of the outstanding shares of White Eagle and Renaissance are owned by a single individual;

WHEREAS, the Florida Business Corporation Act and the California General Corporate Law permit the merger of a business corporation of the State of California with and into a business corporation of the State of Florida; and

WHEREAS, it is desirable for the benefit of both parties and their shareholders that the properties, businesses, assets, and liabilities of both parties be combined into one Surviving Corporation, which shall be RENAISSANCE FILMWORKS, INC., a Florida corporation and which shall continue to exist under its present name pursuant to the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Florida and the laws of the State of California, do hereby agree to and adopt the following:

#### ARTICLE I

##### 1.1 Names of Constituent Corporations.

|                                  |   |
|----------------------------------|---|
| Name of Disappearing Corporation | WHITE EAGLE ENTERPRISES, INC., a California corporation |
|----------------------------------|---|

|                               |  |
|-------------------------------|--|
| Name of Surviving Corporation | RENAISSANCE FILMWORKS, INC., a Florida corporation |
|-------------------------------|--|

1.2 The Merger; Effect of Merger. At the Effective Time (as defined in Section 1.3 below), White Eagle shall be merged with and into Renaissance, the separate existence of White Eagle shall cease, and Renaissance, as the surviving corporation (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Florida.

1.3 Effective Time. The Effective Time of the Merger shall be as of the close of business on December 31, 1996.

1.4 Rights and Obligations of Renaissance. At the Effective Time, in accordance with the applicable laws of the Florida Business Corporation Act and the California General Corporation Law, the Surviving Corporation shall possess, insofar as permitted by such laws, all rights, privileges and powers of White Eagle; and all property and assets of White Eagle shall vest in the Surviving Corporation without any further act or deed; and the Surviving Corporation shall assume and be liable for all liabilities and obligations of White Eagle.

#### ARTICLE 2

2.1 Renaissance Stock. At the Effective Time, each share of Renaissance Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding as one share of common stock, \$0.01 par value, of the Surviving Corporation. No shares of Renaissance Stock shall be issued to the shareholders of White Eagle or to any other person in connection with the Merger.

2.2 No Conversion. Since all of the common stock of both White Eagle and Renaissance is owned by a single shareholder, upon consummation of the Merger, no conversion of the issued and outstanding White Eagle Stock into Renaissance Stock is necessary.

2.3 Surrender of White Eagle Stock Certificates. At the Effective Time, no actual surrender of certificates representing shares of White Eagle Stock is required; instead, from and after the Effective Time all such certificates shall be deemed for all purposes surrendered and canceled.

2.4 Closing of White Eagle Transfer Book. From and after the Effective Time, the stock transfer books of White Eagle shall be closed and no transfer of shares of White Eagle Stock shall thereafter be made.

### ARTICLE 3

3.1 Renaissance Articles of Incorporation. The Articles of Incorporation of Renaissance in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Surviving Corporation, until such Articles shall be amended as provided by law.

3.2 Renaissance Bylaws. The Bylaws of Renaissance in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Surviving Corporation, until the same shall be altered, amended or repealed.

3.3 Renaissance Board of Directors. The membership of the Board of Directors of Renaissance in effect immediately prior to the Effective Time shall be and remain the membership of the Board of Directors of the Surviving Corporation, until such time as their successors are duly elected and seated and/or the number of members is altered in accordance with the terms of the Bylaws of the Surviving Corporation.

### ARTICLE 4

4.1 Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend this Plan and Agreement of Merger prior to the filing of the Articles of Merger with the respective Secretaries of State; provided, however, that an amendment made subsequent to the adoption of this Plan and Agreement of Merger by the shareholders of White Eagle and Renaissance shall be subject to the limitations specified in the

Florida Business Corporation Act and the California General Corporation Law.

4.2 Termination. This Plan and Agreement of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of the Articles of Merger with the respective Secretaries of State, whether before or after adoption of this Plan and Agreement of Merger by the shareholders of White Eagle or Renaissance, if the Board of Directors of any party hereto determines that the consummation of the transactions provided for herein would not, for any reason, be in its best interest.

4.3 Condition to Merger. The respective obligations of each party to effect the Merger shall be subject to the Boards of Directors of White Eagle and Renaissance submitting the terms of this Plan and Agreement of Merger to their shareholders for requisite approval, and obtaining such approval at or prior to the Effective Time.

4.4 Filing of Articles of Merger. After obtaining such approval by such shareholders, all required documents shall be executed, filed and recorded and all required action shall be taken in order to consummate the Merger.

IN WITNESS WHEREOF, White Eagle and Renaissance have caused this Plan and Agreement to be executed in their corporate names by their respective officers this 25<sup>th</sup> day of June, 1996.

WHITE EAGLE ENTERPRISES, INC.,  
a California corporation

By: \_\_\_\_\_  
Name: Sylvester Stallone  
Its: President

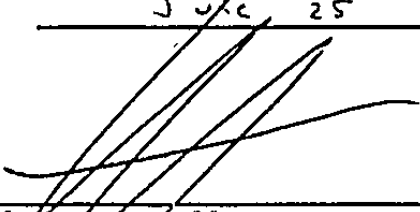
RENAISSANCE FILMWORKS, INC., a  
Florida corporation

By: \_\_\_\_\_  
Name: Sylvester Stallone  
Its: President

**CERTIFICATE OF SECRETARY OF WHITE EAGLE ENTERPRISES, INC.**

The undersigned, being the Secretary of WHITE EAGLE ENTERPRISES, INC., a California corporation, does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the General Corporation Law of the State of California, to the adoption of the foregoing Plan and Agreement of Merger.

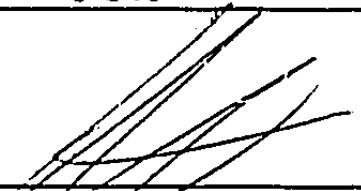
Dated: July 25, 1996

  
Name: Sylvester Stallone  
Secretary of White Eagle Enterprises, Inc.,  
a California Corporation

**CERTIFICATE OF SECRETARY OF RENAISSANCE FILMWORKS, INC.**

The undersigned, being the Secretary of RENAISSANCE FILMWORKS, INC., a Florida corporation, does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the Florida Business Corporation Act, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: June 25, 1996

  
Name: Sylvester Stallone  
Secretary of Renaissance FilmWorks, Inc.,  
a Florida Corporation