

P96000032265

WILLIAM JAMES DIETZ

Attorney at Law
800 North Highland Avenue
Orlando, Florida 32803

William James Dietz
Laura H. Lerner
of Counsel

Telephone (407) 648-1430
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April 5, 1996

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

TELEPHONE (407) 648-1430
FACSIMILE (407) 872-0869
****122.50****122.50

Re: Incorporation of Pixel Dust dSINE Company
File Number: Pixel Dust dSINE: WJD:040396

Dear Sir or Madam,

Enclosed please find an original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and cost for a certified copy. I have also enclosed a self addressed, stamped envelope to return the certified copy. Thank you for your assistance and please call our office collect at 1-407-648-1430 should you have any questions.

Sincerely,

William James Dietz
William James Dietz

EFFECTIVE DATE
4-5-96

96 APR -8 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

WJD:jw

enclosures

DMC
4/12/96

ARTICLES OF INCORPORATION

OF

Pixel Dust dSINE Company

FILED

96 APR -8 PM 4:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I CORPORATE NAME.

The name of this corporation is Pixel Dust dSINE Company.

EFFECTIVE DATE
4-5-96

ARTICLE II PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 800 North Highland Avenue, Suite 108, Orlando, Florida 32803.

ARTICLE III EXISTENCE

The existence of the corporation shall begin on April 5, 1996.

ARTICLE IV CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The corporation will have only one class of shares.

ARTICLE V INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is William James Dietz , 800 North Highland Avenue, Orlando, Florida 32803.

ARTICLE VI INCORPORATOR.

The name and street address of the incorporator to these articles of incorporation is Curtis A. Sponsler, 800 North Highland Avenue, Suite 108, Orlando, Florida 32803.

ARTICLE VII DIRECTORS

This Corporation shall have two members on the Board of Directors. The Initial Board of Directors and their addresses are:

Curtis A. Sponsler	800 North Highland Avenue, Suite 108, Orlando, Florida 32803
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Deborah E. Sponsler	800 North Highland Avenue, Suite 108, Orlando, Florida 32803
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ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

ARTICLE IX AMENDMENTS

These Articles may be amended by a favorable vote of fifty percent (50%) of the Shareholders or Board of Directors.

The undersigned has executed these articles of incorporation on April 5, 1996.



Curtis Sponsler, Incorporator

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

FILED

96 APR -8 PM 4:14

Pursuant to the provisions of Florida Statutes §607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Pixel Dust dSINE Company.
2. The name of the registered agent is William James Dietz.
3. The address of the registered agent/registered office is 800 North Highland Avenue, Orlando, Florida 32803.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Date: April 5, 1996


William James Dietz

P9600032265

William James Dietz
Laura H. Lerner
of Counsel

WILLIAM JAMES DIETZ, P.A.
Attorney at Law
300 North Highland Avenue
Orlando, Florida 32801

Telephone (407) 648-1430
Facsimile (407) 872-0869

January 10, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

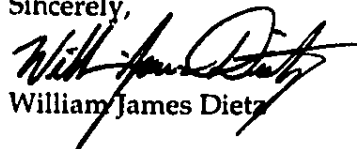
Re: Amendment of Articles of Incorporation of Pixel Dust dSINE Company
File Number: Pixel Dust dSINE:040396

300002061563--6
-01/17/97--01034--003
*****35.00 *****35.00

Dear Sir or Madam,

Enclosed please find an amendment to the articles of incorporation for the above-named Florida corporation. Also enclosed is a check in the amount of \$35.00, representing the fees for filing. Thank you for your assistance in this matter.

Sincerely,


William James Dietz

WJD:jw

enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 10 PM 1:09

APPROVED
AND
FILED





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1997

WILLIAM JAMES DIETZ
800 NORTH HIGHLAND AVENUE
ORLANDO, FL 32803

SUBJECT: PIXEL DUST DSINE COMPANY
Ref. Number: P96000032265

We have received your document for PIXEL DUST DSINE COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 697A00004066

W97000001973

NO
0-10-97

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
Pixel Dust dSINE Company

The corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to Florida Statute §607,1006.

1. Article I of the Articles of Incorporation of Pixel Dust dSINE Company is amended as follows: after "is", delete "Pixel Dust dSINE Company" and insert " LIGHT & DEPTH Digital Artistry, Inc."
2. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on January 9, 1997.
3. Shareholder approval for this amendment is not required pursuant to the articles of incorporation.

In witness whereof, the undersigned Directors of this corporation have executed these articles of amendment to articles of incorporation on January 9, 1997.


Curtis A. Sponsler, Director


Deborah E. Sponsler, Director

APPROVED
AND
FILED
07 FEB 10 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA