

P96000035969

FILM, TELEVISION, MUSIC, AND LITERARY PUBLISHING REPRESENTATION

ENTERTAINMENT LAW OFFICES

of
William L. Whitacre
ATTORNEY AT LAW

DISNEY/MGM STUDIOS, HUNGATELAW 4, POST OFFICE BOX 22808, LAKE BUENA VISTA, FL, USA 32830
TEL (407) 560-8041 FAX (407) 560-8377

18
April 4, 1996

600001790016
-04/23/96--01008--010
****122.50 ****122.50

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

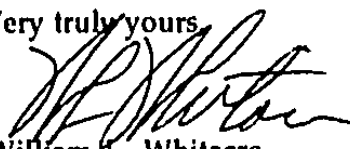
Re: **REAL POWER PRODUCTIONS, INC.**

Enclosed please find an original and one copy of the Articles of Amendment for the above for profit corporation, and a check in the amount of \$122.50 for the filing fee and a certified copy of same.

Thank you for your assistance in filing same and returning a certified copy to:

William L. Whitacre
Post Office Box 22808
Lake Buena Vista, FL 32830
(407) 560-8041 / 560-8373

Very truly yours,


William L. Whitacre

WLW/ww

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

56 APR 22 1996

APPROVED
AND
FILED

WLB
4/25/96

**ARTICLES OF INCORPORATION
OF
REAL POWER PRODUCTIONS, 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:

REAL POWER PRODUCTIONS, INC.

ARTICLE II TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III PRINCIPAL OFFICE

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

Disney/MGM Studios, Bungalow 4
Post Office Box 22808
Lake Buena Vista, FL 32830

ARTICLE IV 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.

ARTICLE V CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND (1000) shares of common stock, at an initial par value of \$.01 per share.

ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 10 1988

APPROVED
AND
FILED

of the principal office of the corporation is as follows:

William L. Whitacre, Registered Agent
Disney/MGM Studios, Bungalow 4
Post Office Box 22808
Lake Buena Vista, FL 32830

ARTICLE VII INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

William L. Whitacre
Disney/MGM Studios, Bungalow 4
Post Office Box 22808
Lake Buena Vista, FL 32830

ARTICLE VIII DIRECTORS

Number of Directors

The corporation shall have four directors initially. The number of directors may be changed from time to time in accordance with the By-Laws, but shall never be less than three.

Qualifications of Directors

Directors need not be residents of the State of Florida or shareholders unless these Articles of Incorporation or By-Laws so require.

Authority to Fix Compensation

Directors shall have the authority to fix their compensation unless otherwise provided in these Articles of Incorporation or By-Laws.

Removal of Directors

At a meeting of shareholders called expressly for that purpose, any director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of seventy-five percent (75%) of the shares then entitled to vote at an election of directors.

Consent in Writing to Board Action

If all the directors consent, jointly or collectively in writing to any action taken or to be taken by the corporation, and the writings evidencing said consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a

meeting of the Board of Directors.

Restriction on Authority to Mortgage or Pledge Assets

The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of any security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of fifty-one percent (51%) of the shares of the corporation entitled to vote thereon and not otherwise.

Director Quorum and Voting

Only seventy five percent (75%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of seventy five percent (75%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of seventy five percent (75%) of the directors present and voting, shall be the act of the Board of Directors.

Director Conflict of Interest

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

a. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors, or

b. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders, or

c. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholder, and

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transactions.

Meetings by Conference Telephone

Members of the Board of Directors may participate in regular and annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but special meetings of the Board of Directors must be attended in fact in person by each director.

Power to Authorize Additional Classes of Stock

The Board of Directors has the power to authorize the creation of additional classes of stock by the affirmative vote of the holders of sixty percent (60%) of the shares then entitled to vote.

Limitations on Powers of Committees

In addition to the other limitations imposed herein, and by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors.

The names and addresses of the initial directors of the corporation are:

Michael J. Metzger	3936 S. Semoran, Suite 402 Orlando, FL 32822
Stephen E. McChesney	3936 S. Semoran, Suite 402 Orlando, FL 32822
Elliot H. Feldman	7561 Currency Drive Orlando, FL 32809
William L. Whitacre	Disney/MGM Studios, Bungalow 4 Post Office Box 22808 Lake Buena Vista, FL 32830

ARTICLE IX AMENDMENT OF ARTICLES

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. The power to adopt, alter amend or repeal these Articles of Incorporation shall be vested in the Shareholders by a seventy five percent (75%) vote.

ARTICLE X PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XII INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Florida Statutes.

ARTICLE XIII AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors by a seventy five percent (75%) vote.

ARTICLE XIV SHAREHOLDER QUORUM AND VOTING

Only seventy five percent (75%) of the shares entitled to vote,

represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

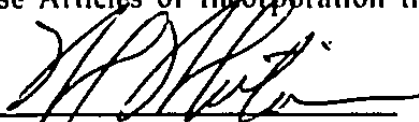
ARTICLE XV GREATER SHAREHOLDER VOTING REQUIREMENTS

The affirmative vote of seventy five percent (75%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: MERGERS, ACQUISITIONS EXCEEDING \$200,000.00, SALES OF ASSETS EXCEEDING \$100,000.00, and DISSOLUTION OF THE CORPORATION.

ARTICLE XVI VOTING LISTS

The officer or agent having charge of the stock transfer books for the shares of this corporation shall make, at least ten (10) days prior to each meeting of shareholders a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number and class and series, if any, of shares held by each. Such list shall be kept on file at the registered office of the corporation, with the Registered Agent, for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.

The undersigned has executed these Articles of Incorporation this 4th day of April, 1996.



William L. Whitacre, Incorporator

SECRET
TALLAHASSEE, FLORIDA

56 APR 10 1996

APPROVED
FILED

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:

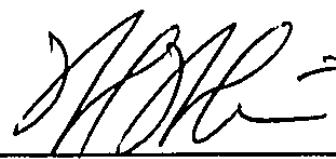
REAL POWER PRODUCTIONS, INC.

2. The name and address of the registered agent and office is:

William L. Whitacre, Registered Agent
Disney/MGM Studios, Bungalow 4
Post Office Box 22808
Lake Buena Vista, FL 32830

SECTION 607.0501
FLORIDA STATUTES

APPROVED
7/10/96
FILED



William L. Whitacre
Registered Agent
April 6 1996

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
April 6 1996