

P96000036040

ENTERTAINMENT LAW OFFICES

of  
*William L. Whitacre*

ATTORNEY AT LAW

DEBNEY/MCM ENTERTAINMENT, HUNGATELAW 4  
INBOX OFFICE BOX 22808, LAKE BUENA VISTA, FL, USA 32830  
TEL (407) 560-8041 FAX (407) 560-8077

April 18, 1996

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

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-04/23/96--01008--019  
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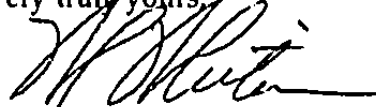
Re: *FRONTRUNNER PRODUCTIONS, INC.*

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

Very truly yours,



William L. Whitacre

WLW/ww

msb  
4/25/96

APPROVED  
AND  
FILED  
96 APR 22 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FRONTRUNNER 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:

*FRONTRUNNER 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 TEN THOUSAND (10,000) shares of common stock, at an initial par value of \$.001 per share.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
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## **ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and 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 THREE (3) 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 (60%) 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 (60%) 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, officer ship 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, officer ship 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:

Brenton L. Wilson	6197 Westgate #106 Orlando, FL 32835
Steven R. Prevesk	6197 Westgate #106 Orlando, FL 32835
Thomas Eberts	6197 Westgate #106 Orlando, FL 32835

### **ARTICLE IX OFFICERS**

The initial officers of this corporation, who shall be appointed by the Board of Directors at the organizational meeting of this corporation, and who shall serve for an initial term of one year, shall be:

Brenton L. Wilson	President, Secretary, and Treasurer
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#### **ARTICLE X 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 XI 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 XII MANAGEMENT**

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 Board of Directors of this corporation.

#### **ARTICLE XIII 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 XIV 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 XV 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.

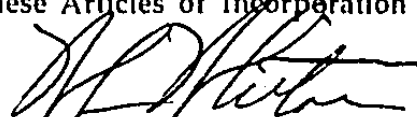
#### ARTICLE XVI GREATER SHAREHOLDER VOTING REQUIREMENTS

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 XVII 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 17th day of April, 1996.

  
William L. Whitacre, Incorporator

SECRET  
FILED

STATE OF ARIZONA

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

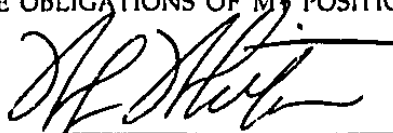
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APPROVED  
AND  
FILED



William L. Whitacre  
Registered Agent  
April 17, 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 17, 1996



W. Edward McLeod, P.A.

SIGNATURE PLAZA - SUITE 1010  
201 South Orange Avenue Orlando, Florida 32801  
(407) 841-8412 Pager (800) 840-9667 Fax (407) 423-1406

Ned McLeod  
Counselor & Attorney at Law

June 10, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32314

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-06/12/97--01020--001  
\*\*\*\*252.50 \*\*\*\*\*87.50

Re: Restated Articles of Incorporation of FRONTRUNNER PRODUCTIONS, INC.  
Filing of 1997 Annual Report

Corporate Registrar:

Enclosed please find the following enclosures in connection with the above corporation:

1. The Restated Articles of Incorporation and copy for certification;
2. Annual Report, 1997 (indicating new Reg. Agent per Restated Articles); and
3. A check in the amount of \$252.50 to cover the following items: (a) \$35.00 filing fee for the Restated Articles; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$165.00 filing fee for Annual Report (per your office telephone approval, June 9, 1997).


Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Sincerely,

W. EDWARD MCLEOD, P.A.

  
Ned McLeod

Enclosures

  
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Restated Art  
5 pgs  
6-12-97

**RESTATED ARTICLES OF INCORPORATION  
OF**

**FRONTRUNNER PRODUCTIONS, INC.**

Pursuant to FSA § 607.1007, this corporation adopts these articles of restatement to its previously filed Articles of Incorporation, amending them as follows and substituting these articles in total for those previously filed:

**ARTICLE I**

**Name and Principal Office**

The name of the Corporation was and remains FRONTRUNNER PRODUCTIONS, INC. The newly amended address of the principal office of the corporation is 6197 Westgate Drive, Suite 106, Orlando, Florida 32835.

**ARTICLE II**

**Corporate Purposes, Power and Rights**

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**Duration of the Corporation**

Existence of the Corporation commenced on the date all fees were paid and the original Articles of Incorporation were filed by the Secretary of State, April 22, 1996, and the Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV**

**Authorized Stock & Shareholder Rights**

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock, with a \$0.01 par value per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, set forth in a subsequently executed Shareholders Agreement unanimously adopted, or provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

**ARTICLE V**  
**Registered Office and Registered Agent**

The street address of the new registered office of the Corporation in the State of Florida shall be W. EDWARD McLEOD, P.A., 201 South Orange Avenue, Suite 1010, Orlando, Florida 32801. The name of the newly appointed registered agent of the Corporation at the registered office is W. Edward McLeod, Esquire.

**ARTICLE VI**  
**Board of Directors**

The Board of Directors shall consist of three (3) persons. The names and addresses of those persons who shall serve as directors of the Corporation until removed or replaced by proper action of the Board are:

<u>Name</u>	<u>Address</u>
Brenton L. Wilson	6197 Westgate Drive, Suite 106 Orlando, Florida 32835
Steven R. Prevesk	6197 Westgate Drive, Suite 106 Orlando, Florida 32835
Thomas Eberts	6197 Westgate Drive, Suite 106 Orlando, Florida 32835

**ARTICLE VII**  
**Indemnity**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE VIII**  
**Preemptive Rights**

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares.

**ARTICLE IX**  
**Control-Share Acquisitions**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

**CERTIFICATION**

The undersigned certifies that these Restated Articles of Incorporation, to the extent the restatement provides for an exchange, reclassification, or cancellation of issued shares, or effects shareholder's rights in any other manner, were properly presented to all existing shareholders who then voted unanimously for their adoption and implementation and further instructed the Board make them effective the date of filing with the Secretary of the Department of State.

Executed this 10 day of June, 1997.



Thomas Eberts, Director and Vice-President

STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 10 day of June, 1997, by  
THOMAS EBERTS who produced a Florida Drivers License as identification.



W. EDWARD McLEOD  
My Commission UC304308  
Expires Sep. 28, 1998  
Bonded by FIAI  
800-422-1806

W. Edward McLeod  
W. Edward McLeod

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to the Florida General Corporation Act, the following is submitted, in  
compliance with said Act:

Having been named as registered agent for FRONTRUNNER PRODUCTIONS, INC. , I  
hereby accept the appointment of registered agent for such corporation. I am familiar with, and  
accept, the obligations provided for in Florida Statutes Section 607.325.

W. EDWARD McLEOD, P.A.

By: W. Edward McLeod  
W. Edward McLeod, Esq., Registered Agent

Date: June 10, 1997