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ENTERTAINMENT LAW OFFICES

of

William L. Whitacre

ATTORNEY AT LAW

DENNY/MGM BUILDING, TUNICIA LANE 4  
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96 MAY -6 11:10:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 1, 1996

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

Re: **MIDKNIGHT MARQUEE, INC.**

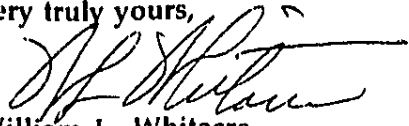
Enclosed please find an original and one copy of the Articles of Amendment for the above for profit corporation, and a check in the amount of \$122.50 for the filing fee and a certified copy of same.

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

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Very truly yours,

  
William L. Whitacre

WLW/ww

04/13/96

ARTICLES OF INCORPORATION  
OF

*Midnight Marquee, Inc.*

FILED  
06 MAY -6 AM 10:24  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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:

Midnight Marquee, Inc.

ARTICLE II  
PRINCIPAL OFFICE

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

**Street Address**

Bungalow 4, Disney MGM Studios  
Lake Buena Vista, Florida 32830

**Mailing Address**

Post Office Box 22808  
Lake Buena Vista, Florida 32830

ARTICLE III  
CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is one million (1,000,000) shares at a par value of \$.001 per share.

**ARTICLE IV**  
**INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

William L. Whitacre  
Bungalow 4, Disney MGM Studios  
Lake Buena Vista, Florida 32830

**ARTICLE V**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence unless  
voluntarily dissolved according to law.

**ARTICLE VI**  
**INCORPORATOR**

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

William L. Whitacre  
Bungalow 4, Disney MGM Studios  
Lake Buena Vista, Florida 32830

**ARTICLE VII**  
**OFFICERS**

The initial officers of the corporation shall be:

President and Treasurer

Vickie "Stormy" Harich  
419 Palmetto Avenue  
Sanford, FL 32771

Vice President

Dino Bonaventura  
419 Palmetto Avenue  
Sanford, FL 32771

Secretary

Lisa Inman  
1971 SW Glenco Street  
Port St. Lucie, FL 34953

#### **ARTICLE VIII** **DIRECTORS**

There shall be seven (7) directors initially, who shall serve for terms as set forth in the By-Laws of the Corporation adopted at the organizational meeting. The initial directors shall be:

Vickie "Stormy" Harich	Director, Chairwoman
Timothy L. Tobin	Director
Dino Bonaventura	Director
Lisa Inman	Director
Russ Robinson	Director
Don Tweedy	Director
William L. Whitacre	Director

The number of directors may be changed from time to time in accordance with the By Laws adopted by the initial Board of Directors, however the number of Directors shall never be less than three.

#### **ARTICLE IX** **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 for the profit of the shareholders, including, but not limited to the following:

Providing programming and production support for the music and entertainment industry in all media.

**ARTICLE X**  
**PREEMPTIVE RIGHTS**

The corporation elects to grant preemptive rights and the shareholders of the corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them.

**ARTICLE XI**  
**MANAGEMENT**

The affairs of the corporation shall be managed by the Board of Directors, in accordance with the By Laws and rules of procedure adopted at the initial meeting of the Corporation.

The undersigned has executed these Articles of Incorporation this 15th day of April, 1996.

A handwritten signature in dark ink, appearing to read 'W. L. Whitacre', is written over a horizontal line.

William L. Whitacre  
Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

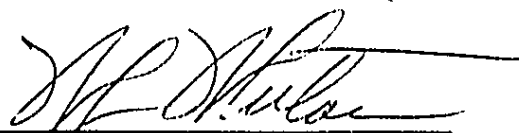
06 MAY - 6 AM 10:24

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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:  
**Midknight Marquee, Inc.**
2. The name and address of the registered agent and office is:

**William L. Whitacre**  
**Bungalow 4, Disney MGM Studios**  
**Lake Buena Vista, Florida 32830**



**William L. Whitacre**  
**Registered Agent**  
**April 15, 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 15, 1996**