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CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

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MICHAEL H. CAREY
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RANDALL P. MUELLER
ANDREW M. O'MALLEY
JACK R. PEPPER, JR.
DANIEL D. WHITAKER

May 3, 1996

TELEPHONE: (813) 221-0210
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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

400001810864
-05/07/96--01058--001
****122.50 ****122.50

Re: Digital Magik Post Productions, Inc.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me. A self-addressed envelope is included for your convenience.

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

1. Filing fee	\$ 35.00
2. Designation of Registered Agent	35.00
3. Certified copy of Charter	<u>52.50</u>

Total \$122.50

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy Barnes, Paralegal

NRB/trn
Enclosures
cc: Digital Magik Post Productions, Inc.

20-9851

FILED
96 MAY -6 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAY 10 1996

ARTICLES OF INCORPORATION
OF
DIGITAL MAGIK POST PRODUCTIONS, INC.

FILED
96 MAY -6 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is:
DIGITAL MAGIK POST PRODUCTIONS, INC.

ARTICLE 2

Mailing Address

The mailing address of this corporation is 1111 North Westshore Boulevard, Suite 215, Tampa, Florida 33609.

ARTICLE 3

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 100 South Ashley Drive, Suite 1190, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Jack R. Pepper.

ARTICLE 5

Incorporator

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

Jack R. Pepper
Suite 1190
100 South Ashley Drive
Tampa, Florida 33602

ARTICLE 6

Initial Board of Directors

This corporation shall have two (2) directors 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). The name and address of the initial directors of this corporation are:

David G. Riggs
Suite 215
1111 North Westshore Blvd.
Tampa, FL 33609

James L. Riggs
8203 East 79th Street
Kansas City, MO 64138

The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 24 day of May, 1996.



Jack R. Pepper

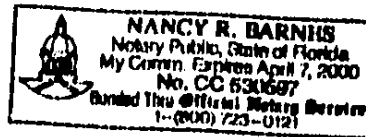
STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

SS.

The foregoing instrument was acknowledged before me this 3rd day of May, 1996 by Jack R. Pepper who is personally known to me.

Nancy R. Barnes
Name typed/printed: *Nancy R. Barnes*
Notary Public, State of Florida
Commission No. and Seal:



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.

Jack R. Pepper
Jack R. Pepper

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA