

796000047989
TRANSMITTAL LETTER

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

CALL TOLL FREE 1-800-933-3333
805/244-2000 - TOLL FREE 1-800-
444-1225 - 444-1225

SUBJECT: HOT POPCORN PICTURES CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check
for :

- \$70.00
- \$78.75
- \$122.50
- \$131.25

FROM: EDMOND J. RYAN
Name (Printed or typed)

2105 BRICKELL AVE #116
Address

MIAMI, FLA 33129
City, State & Zip

305-8570070
Daytime Telephone number

FILED
96 JUN -3 AM 6:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

6/6/96
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ARTICLES OF INCORPORATION

FILED

HOT POPCORN PICTURES CORPORATION
CORPORATION
TALLAHASSEE, FLORIDA

96 JUN -3 AM 6:52

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

HOT POPCORN PICTURES CORPORATION

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

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

2105 BRICKELL AVE #116
MIAMI, FLA 33129

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 (ONE HUNDRED) shares, having an individual par value of ONE DOLLAR

Unless otherwise sated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

EDMOND J. RYAN
2105 BRICKELL AVE. #116
MIAMI, FLA 33129

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

EDMOND J. RYAN
2105 BRICKELL AVE #116
MIAMI, FLA 33129

ARTICLE VIII

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

EDMOND J. RYAN
2105 BRICKELL AVE #116
MIAMI, FLA 33129

The undersigned has executed these Articles of Incorporation this FIRST day of JUNE, 1976.

Edmond J. Ryan
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 office/registered agent, in the state of Florida.

First that HOT POPCORN PICTURES CORPORATION
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of incorporation has named EDMOND J RYAN
(Name of Registered Agent)
located at 2105 BRICKELL AVE #116
City of MIAMI County of DADE
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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.

SIGNATURE Edmond J Ryan
Registered Agent

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TRANSMITTAL LETTER

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

200001892632
-07/12/96--01087--007
*****35.00 *****35.00

SUBJECT: POPCORN PRODUCTIONS INC. (NEW NAME)
(Proposed corporate name - must include suffix)

[HOT POPCORN PICTURES CORPORATION (OLD NAME)]

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

\$70.00 \$78.75 \$122.50 \$131.25

FILED
59 JUL 12 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FROM: EDMOND J. RYAN
Name (Printed or typed)

2105 BRICKELL AVE #116
Address

MIAMI FLA 33129
City, State & Zip

305-8570070
Daytime Telephone number

N/C

VS JUL 19 1996

NOTE: Please provide the original and one copy of the articles.


Hot Popcorn Pictures Corp.
2105 Brickell Ave #116
Miami, Fla. 33129
Tel. 305-857-0070

Florida Department of State
Secretary of State, Sandra B. Mortham.

Dear Ms. Mortham:

Enclosed please find an amendment change regarding the name of the corporation, which I want to change due to its similarity to another name. Please find \$35.00 for this change, the paperwork for the amendment and my previously received Articles of Incorporation from your office. Thank you for your attention to this matter.

Sincerely yours,


Edmond J. Ryan

PLEASE CHANGE TO:

POPCORN PRODUCTIONS, INC.

INSTEAD OF:

HOT POPCORN PICTURES CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

HOT POPCORN PICTURES CORPORATION

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE # 1 : NAME CHANGE :

FROM: HOT POPCORN PICTURES CORPORATION

TO: POPCORN PRODUCTIONS, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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96 JUL 12 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THIRD: The date of each amendment's adoption: July 8, 1976

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 8 day of July, 19 76

Signature Edmond J. Ryan
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an Incorporator if adopted by the Incorporators)

EDMOND J. RYAN
Typed or printed name

PRESIDENT INCORPORATOR
Title