

P96000049175

Scott A. Whitney
3719 Mitchell Rd.
Orlando, Fl. 32808
407 - 521 - 9741

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

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-06/07/96--01036--004
***122.50 ***122.50

Dear Sirs:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$122.50 (filing fee and certified copy). The subject of this matter is: HARBOR STAR PICTURES COMPANY.

Thank you for your attention.

Sincerely,

Scott Whitney
Scott A. Whitney

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DIVISION OF STATE
TALLAHASSEE FLORIDA

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FILED

GB 6/10/96

ARTICLES OF INCORPORATION

ARTICLE 1 - NAME

HARBOR STAR PICTURES COMPANY

ARTICLE 2 - PRINCIPAL OFFICE

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

**3719 MITCHELL ROAD
ORLANDO, FLORIDA 32808**

ARTICLE 3 - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 35

(HARBOR STAR PICTURES will be filing under a Corporation S listing)

ARTICLE 4 - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**SCOTT A. WHITNEY
3719 MITCHELL ROAD
ORLANDO, FLORIDA 32808**

ARTICLE 5 - INCORPORATOR

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

**SCOTT A. WHITNEY
3719 MITCHELL ROAD
ORLANDO, FLORIDA 32808**

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STATE
FLORIDA

The undersigned incorporator has executed these Articles of Incorporation
this Tuesday day of JUNE 4, 1996.

Scott A. Whitman

Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

1. The name of the corporation is: HARBOR STAR Pictures
COMPANY

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

Scott Andrew Whitney
(Name)
3719 Mitchell RD.
(P.O. Box not acceptable)
ORLANDO, FL 32808
(City/State/Zip)

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SECRETARY
OF
CORPORATIONS

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.

Scott Whitney
(Signature)

June 4 1996
(Date)

PURPOSE OF CORPORATION:

THE PURPOSE OF THE HARBOR STAR PICTURES COMPANY IS TO ENGAGE IN THE ART OF VIDEO AND FILM PRODUCTION, AND ALL OF ITS PROCESSES, IN ORDER TO CREATE AN EDUCATIONAL AND ENTERTAINING PRODUCT THAT WILL PROVIDE VALUE TO AUDIENCES OF SAID PRODUCT. THE FOREGOING PURPOSES AND ACTIVITIES WILL BE INTERPRETED AS EXAMPLES ONLY AND NOT AS LIMITATIONS AND NOTHING THEREIN SHALL BE DEEMED AS PROHIBITING THE CORPORATION FROM EXTENDING ITS ACTIVITIES TO ANY RELATED OR OTHERWISE PERMISSIBLE LAWFUL BUSINESS PURPOSES WHICH MAY BECOME NECESSARY, PROFITABLE OR DESIRABLE FOR THE FURTHERANCE OF THE CORPORATE OBJECTIVES EXPRESSED ABOVE.