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FILED
JUN 12 1996
TALLAHASSEE, FLORIDA
PIL 2:43

June 12, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
(904) 487-6052

200001862842
-06/17/96--01006--007
*****70.00 *****70.00

SUBJECT: UNITY PICTURES, INC.

Enclosed is an original and one copy of the articles of incorporation and a check in the amount of \$ 70.00.

From: Scott A. Clemens
1000 Universal Studios Plaza, Suite 252
Orlando, Florida 32819

6/17/96
TD

ARTICLES OF INCORPORATION
OF
UNITY PICTURES, INC.

FILED
55 JUN 14 PM 2:43
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: UNITY PICTURES, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the corporation shall be: 1000 Universal Studios Plaza, Suite 252, Orlando, Florida 32819.

ARTICLE III - PURPOSE, POWERS AND EXISTENCE

This corporation shall have those powers as may be provided, authorized or permitted by law, or otherwise, it being the intention that this corporation shall have the right to engage in any business or activity not especially prohibited by applicable law of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock of this corporation which the corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common capital stock having a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

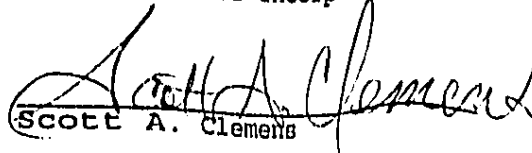
The name and street address of the initial registered agent is: Scott A. Clemens, 1000 Universal Studios Plaza, Suite 252, Orlando, Florida 32819.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator for these articles of incorporation is: Scott A. Clemens, 1000 Universal Studios Plaza, Suite 252, Orlando, Florida 32819.

The undersigned incorporator has executed these Articles of Incorporation this 12th day of June, 1996.

Signature of Incorporator


Scott A. Clemens

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLA.

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.

1. The name of the corporation is: UNITY PICTURES, INC.
2. The name and address of the registered agent and office is:
Scott A. Clemens
1000 Universal Studios Plaza, Suite 252
Orlando, Florida 32819

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

Scott A. Clemens

Date

6/13/96