

796000057832
ARTHUR D. DECKELMAN, P.A. & ASSOCIATES

Attorneys At Law

38370 U.S. HWY. 19 NO.
PALM HARBOR, FL 34684
(813) 784-4778
(813) 787-2695 FAX

Arthur D. Deckelman
FL, NY, CA
Theresa A. Sandberg
FL, NY
Andrew E. Stinnette
FL

July 1, 1996

SECRETARY OF STATE
Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100001887701
-07/03/96--01089--013
***122.50 ***122.50

Re: **NEW FOCUS FILMS, INC.**
Our File Number: 6-134-D

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, **NEW FOCUS FILMS, INC.**

Also enclosed is a check in the amount of \$122.50 to cover the various fees. If you find that everything is in order, please return a certified copy of the articles to this office.

Thank you for your attention to this matter.

Very truly yours,

ARTHUR D. DECKELMAN, P.A.
& ASSOCIATES

Dawn A. Geibel

Dawn A. Geibel
Legal Assistant to
Arthur D. Deckelman, Esquire

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL -8 PM 12:41

FILED

Enclosures

7-10-96
K

**ARTICLES OF INCORPORATION
OF
NEW FOCUS FILMS, INC.**

FILED
96 JUL -8 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I. NAME

The name of the corporation ("Corporation") shall be:

NEW FOCUS FILMS, INC.

The street address of the principal office of the Corporation shall be 36370 U.S. Highway 19 North, Palm Harbor, Florida 34684, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 2,500, all of which shall be Common Shares, having \$0.50 par value per share. All common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. REGISTERED AGENT

The initial street address of the Corporation's registered office is 36370 U.S. Highway 19 North, Palm Harbor, Florida 34684. The initial registered agent for the Corporation at that address is ARTHUR D. DECKELMAN.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

1. corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The initial board of directors shall consist of four members initially. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
ARTHUR D. DECKELMAN Director	36370 U.S. Highway 19 North Palm Harbor, Florida 34684
JAMES D. CARON Director	105 Pineapple Trail Altamonte Springs, Florida 32714
JOSEPH A. WECKERLE, III Director	2006 Gerda Terrace Orlando, FL 32804
G. MALLORY FREEMAN, JR. Director	246 Tollgate Trail Longwood, Florida 32750

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these

articles of incorporation is:

Name

Address

ARTHUR D. DECKELMAN

36370 U.S. Highway 19 North
Palm Harbor, FL 34684

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 1st day of July, 1996.

Arthur D. Deckelman
Name: ARTHUR D. DECKELMAN

STATE OF FLORIDA)
) ss
COUNTY OF PINELLAS)

BEFORE ME, personally appeared ARTHUR D. DECKELMAN, to me known, who after being duly sworn, acknowledges that he has read the foregoing ARTICLES OF INCORPORATION, and that he subscribed to these ARTICLES OF INCORPORATION on the 1st day of July, 1996.

[SEAL]



DAWN A. GEIBEL
My Commission CC415577
Expires Oct. 23, 1998
Bonded by HAI
800-422-1585

Dawn A. Geibel
Notary Public
Name: Dawn A. Geibel
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE NAMING AGENT FOR UPON WHOM PROCESS MAY BE SERVED**

FILED
96 JUL -8 PM 12:41
CLERK OF THE
STATE
TREASURER
FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, **NEW FOCUS FILMS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office at 36370 U.S. Highway 19 North, Palm Harbor, Florida 34684, County of Pinellas, State of Florida, wishes **ARTHUR D. DECKELMAN**, as its agent, to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office, and state that I am familiar with and accept the obligations of that position pursuant to Florida Statutes 607.0501(3).

Arthur D. Deckelman
ARTHUR D. DECKELMAN

**STATE OF FLORIDA :
: SS
COUNTY OF PINELLAS :**

BEFORE ME, the undersigned officer, personally appeared **ARTHUR D. DECKELMAN**, known to me to be the person whose name is subscribed to the instrument within and acknowledged that he executed same for the purposes contained therein.

WITNESS my hand and official seal in the County and State named above this 15th day of July, 1996.



DAWN A. GEIBEL
My Commission CC415577
Expires Oct. 23, 1998
Bonded by HAI
800-422-1355

Dawn A. Geibel
Notary Public
My commission expires:

ARTHUR D. DECKELMAN, P.A.

Attorneys At Law

3037 U.S. HWY. 19 N.
PALM HARBOR, FL 34684
(813) 784-4778
(813) 787-3409 FAX

Arthur D. Deckelman
FL, NY, CA
Thomas A. Sandberg
FL, NY
Andrew S. Shwarts
FL

August 29, 1996

SECRETARY OF STATE
Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: NEW FOCUS FILMS, INC.
Our File Number: 5-153-D

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment for the above referenced corporation, NEW FOCUS FILMS, INC.

Also enclosed is a check in the amount of \$35.00 to cover the cost of filing the Articles of Amendment. If you find that everything is in order, please file the amendment and return the stamped copy to this office.

Thank you for your attention to this matter.

Very truly yours,

ARTHUR D. DECKELMAN, P.A.
& ASSOCIATES

Dawn A. Geibel
Dawn A. Geibel
Legal Assistant to
Arthur D. Deckelman, Esquire

/dg

Enclosures

400001937014
-03/04/96--01035--006
*****35.00 *****35.00

FILED
SEP - 3 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
DC
9/11

**ARTICLES OF AMENDMENT
OF
NEW FOCUS FILMS, INC.**

FILED
95 SEP -3 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute §607.1006, the Articles of Incorporation of the above-named corporation are hereby amended as follows:

1. Article III. Capital Stock, is hereby amended to read as follows:

ARTICLE III. CAPITAL STOCK

The Corporation is authorized to issue is 2,520 shares, divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

(a) Twenty-Five Hundred Common Shares having a fifty cents (\$.50) par value per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

(b) Twenty Mandatory Convertible Preferred Shares, having a Twenty-Five Thousand Dollar (\$25,000.00) par value per share. The Mandatory Convertible Preferred Shares shall be entitled to receive twenty percent (20%) as a dividend, one year after all Twenty Shares of Mandatory Convertible Preferred are sold. The Corporation shall have a sinking fund established for the payment of that first year's dividend.

SECOND YEAR'S DIVIDEND

In the event that a preferred Shareholder leaves his investment in the preferred share for a second year (as more fully will be described hereafter), that preferred Shareholder will received another twenty percent (20%) dividend on his investment upon funding of the Corporation's first motion picture, "Vocation".

REIMBURSEMENT OF INVESTMENT

Each Preferred Shareholder shall receive a return of their investment from that portion of the profits due to the producers of "Vocation".

MANDATORY CONVERSION

At the end of two years, from the date all Preferred Shares are sold, each Preferred Shareholder possessing one share of the twenty shares to be issued, will receive two percent (2%) of the issued and authorized Common Shares of the Corporation, making a total of forty percent (40%), (1,000 Common Shares).

VOTING RIGHTS

Each Preferred Shareholder shall have all voting rights the same as Common Shareholders.

2. The foregoing Amendment was adopted on the 29 day of August, 1996, at a Special Meeting of Shareholders.

3. The following Shareholders entitled to vote on the Amendment, and the number of votes cast for the Amendment by each Shareholder were as follows:

SHAREHOLDERS:

NUMBER OF AFFIRMATIVE VOTES:

ARTHUR D. DECKELMAN
Shareholder/Director

375

JAMES D. CARON
Shareholder/Director

375

JOSEPH A. WECKENLE, III
Shareholder/Director

375

G. MALLORY FREEMAN, JR.
Shareholder/Director

375

TOTAL

1,500

The number of votes cast by each Shareholder was sufficient for approval by them.

4. The foregoing shareholders are also the Board of Directors of the Corporation, and hereby give their consent.

IN WITNESS WHEREOF, we the undersigned have executed these

SECOND YEAR'S DIVIDEND

In the event that a preferred Shareholder leaves his investment in the preferred share for a second year (as more fully will be described hereafter), that preferred Shareholder will receive another twenty percent (20%) dividend on his investment upon funding of the Corporation's first motion picture, "Vocation".

REIMBURSEMENT OF INVESTMENT

Each Preferred Shareholder shall receive a return of their investment from that portion of the profits due to the producers of "Vocation".

MANDATORY CONVERSION

At the end of two years, from the date all Preferred Shares are sold, each Preferred Shareholder possessing one share of the twenty shares to be issued, will receive two percent (2%) of the issued and authorized Common Shares of the Corporation, making a total of forty percent (40%), i.e., (1,000 Common Shares).

VOTING RIGHTS

Each Preferred Shareholder shall have all voting rights the same as Common Shareholders, one vote for each share on all matters which Shareholders have the right to vote.

RESOLVED FURTHER that the President and Secretary of the Corporation are hereby authorized and directed on behalf of the Corporation, to file Articles of Amendment with the Secretary of State, as required by law.

THERE BEING NO FURTHER BUSINESS to come before the meeting, it was, upon motion duly made, seconded, and unanimously carried, adjourned.

SHAREHOLDERS:

Arthur D. Decker
ARTHUR D. DECKER

James S. Carr
JAMES S. CARR

Joseph A. Weckerle, III
JOSEPH A. WICKERLE, III

G. Mallory Freeman, Jr.
G. MALLORY FREEMAN, JR.

G. Mallory Freeman, Jr.
G. MALLORY FREEMAN, JR.
Secretary

Articles of Amendment this 29 day of August, 1996.

SHAREHOLDERS/DIRECTORS

Arthur D. Dickelman
ARTHUR D. DICKELMAN

James D. Caron
JAMES D. CARON

Joseph A. Wackerle, III
JOSEPH A. WACKERLE, III

G. Mallory Freeman, Jr.
G. MALLORY FREEMAN, JR.

STATE OF FLORIDA)
COUNTY OF PINELLAS) ss

THE FOREGOING instrument was acknowledged before me this 29 day of August, 1996, by ARTHUR D. DICKELMAN, Shareholder/Director, JAMES D. CARON, Shareholder/Director, JOSEPH A. WACKERLE, III, Shareholder/Director, respectively, of NEW FOCUS FILMS, INC., a Florida Corporation, on behalf of the Corporation,

SWORN TO and subscribed before me this 29 day of August, 1996.

David A. Seibel
Notary Public
Name:
My Commission Expires:



DAVID A. SEIBEL
My Commission Expires
August 29, 1999
Notary Public
407-422-4122