

P97000024369  
W. Edward McLeod, P.A.

SIGNATURE PLAZA - SUITE 1010  
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Ned McLeod  
Counselor & Attorney at Law

March 11, 1997

VIA FEDERAL EXPRESS

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DEPARTMENT OF STATE  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Re: Incorporation of ALPHA WOLF ENTERTAINMENT TELEVISION, INC.

Dear Corporate Registrar:

Enclosed please find the following documents in connection with the incorporation of the above named company:

1. The Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for certificate designating registered agent.

Please note that this corporation's name is permanently licensed for use from an existing Florida corporation in your records, *Alpha Wolf Entertainment, Inc.*, which shares its officers and directors with this new corporation. Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Sincerely,

W. EDWARD MCLEOD, P.A.

Ned McLeod

Dmc  
3/18/97

Enclosures

FILED  
97 MAR 12 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**ALPHA WOLF ENTERTAINMENT TELEVISION, INC.**

**FILED**

97 MAR 12 PM 2:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

**ARTICLE I  
Name and Principal Office**

The name of the Corporation shall be ALPHA WOLF ENTERTAINMENT TELEVISION, INC. The address of the principal office of the corporation shall be Disney-MGM Studios, P.O. Box 10200, Trailer D-6, Lk. Buena Vista, FL 32830.

**ARTICLE II  
Corporate Purposes, Power and Rights**

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III  
Duration of the Corporation**

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV  
Authorized Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock, with a \$1.00 par value per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

**ARTICLE V**  
**Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation in the State of Florida shall be W. EDWARD McLEOD, P.A., 201 South Orange Avenue, Suite 1010, Orlando, Florida 32801. The name of the initial registered agent of the Corporation at the registered office shall be W. Edward McLeod, Esquire.

**ARTICLE VI**  
**Initial Board of Directors**

The initial Board of Directors shall consist of three (3) persons. The names and addresses of those persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

Name	Address
Jim DeRusha	10020 Brandon Circle, Orlando, FL 32836
Peter Israelson	1160 Park Avenue, Apt. 4A, NYC, NY 10128
Jeff Palmer	1219 W. Harvard Street, Orlando, FL 32804

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator of the Corporation is:

Name	Address
W. Edward McLeod, Esq.	W. EDWARD McLEOD, P.A. 201 So. Orange Ave, Ste. 1010 Orlando, FL 32801

**ARTICLE VIII**  
**Indemnity**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the

Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

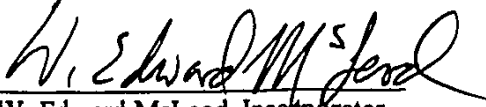
#### ARTICLE IX Preemptive Rights

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares.

#### ARTICLE X Control-Share Acquisitions

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

Executed this 11 day of March, 1967.

  
W. Edward McLeod, Incorporator

STATE OF FLORIDA     )  
                                      )SS:  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 11th day of March, 1997, by W. EDWARD MCLEOD who produced a Florida Drivers License as identification.



TRACY JO BLACK  
Commission #CC 288954  
Expires JUNE 20, 1997  
Alan Insurance Services  
1-800-486-9040

Tracy Jo Black  
Tracy Jo Black

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

Having been named as registered agent for ALPHA WOLF ENTERTAINMENT TELEVISION, INC. , at Disney-MGM Studios, P.O. Box 10200, Trailer D-6, Lk. Buena Vista, FL 32830, I hereby accept the appointment of registered agent for such corporation. I am familiar with, and accept, the obligations provided for in Florida Statutes Section 607.325.

W. EDWARD MCLEOD, P.A.

By: W. Edward McLeod  
W. Edward McLeod, Esq., Registered Agent

Date: 3/11/97