

7970000037807

Requestor's Name

Address

International Licensing Partners

2607 S. Woodland Blvd., Suite 2S3
DeLand, Florida 32720

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #) 500002154675---4
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4. _____
(Corporation Name) (Document #)

☐ Walk in

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☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 APR 25 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 (AL) APR 28 1997

ARTICLES OF INCORPORATION

- of -

INTERNATIONAL CARTOON VENTURES, INC.

FILED
97 APR 25 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **CLARENCE O. HAMPTON, III**, whose address is 2607 Woodland Blvd, Suite 253, DeLand, Florida 32720, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be:

INTERNATIONAL CARTOON VENTURES, INC.

The principal place of business of this corporation shall be 2607 Woodland Blvd, Suite 253, DeLand, Florida 32720.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is One Thousand shares (1000) of capital stock with no par value per share.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 2607 Woodland Blvd, Suite 253, DeLand, Florida 32720 and the name of the initial Registered Agent at said address is 2607 Woodland Blvd, Suite 253, DeLand, Florida 32720.

ARTICLE VI

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder in the Corporation.

ARTICLE VII

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

**Clarence O. Hampton, III
2607 Woodland Blvd, Suite 253
DeLand, Florida 32720**

ARTICLE VIII

The shareholders have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with no less than a majority of the vote of the common stock.

ARTICLE IX

9.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in

connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interest of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

9.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director,

or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), and (c) of paragraph 9.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned has made and subscribed to the above Articles of Incorporation at Deland, Florida, on the 21 day of APRIL, 1997.

**SIGN
HERE**



CLARENCE O. HAMPTON, III
CLARENCE O. HAMPTON, III

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

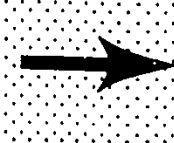
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **CLARENCE O. HAMPTON, III**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of DeLand, County of Volusia, and State of Florida, has named **CLARENCE O. HAMPTON, III**, located at its registered office at 2607 Woodland Blvd, Suite 253, DeLand, Florida 32720, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 provisions of said Act relative to keeping open said office.

**SIGN
HERE**




CLARENCE O. HAMPTON, III
Registered Agent

FILED
97 APR 25 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA