

P97000042255

S

10:05 AM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000007808 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: MICHAEL WINSLOW LIVE FILM COMPANY, INC.

AUDIT NUMBER.....H97000007808

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:08:40

FILED
97 MAY 13 AM 11:23
TALLAHASSEE, FLORIDA

em 5/13/97

H97000007808

STATE OF FLORIDA
ARTICLES OF INCORPORATION
of

(6)

**MICHAEL WINSLOW LIVE
FILM COMPANY, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and being Legal Counsel and authorized agent for the principals designated herein, files these ARTICLES OF INCORPORATION to form a CORPORATION FOR PROFIT under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be;

MICHAEL WINSLOW LIVE FILM COMPANY, INC.

The company shall be free, in accordance with its business purposes, to seek trademarks, copyrights, or other proprietary registrations under the laws of the United States and of the State of Florida utilizing this name.

**ARTICLE II
PRINCIPAL OFFICE**

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

MICHAEL WINSLOW LIVE FILM COMPANY, INC.
Universal Studios Florida
1000 Universal Studios Plaza
Building 22, Suite 255
Orlando, Florida 32819-7610

In accordance with its business purposes, the company shall conduct film production and related activity at its principal place of business.

THESE ARTICLES PREPARED BY:
WILLIAM L. WHITACRE, ESQ.
FLORIDA BAR NO. 170693

UNIVERSAL STUDIOS FLORIDA
1000 Universal Studios Plaza
Building 22, Suite 255
Orlando, Florida 32819-7610

Phone (407) 224-6671

H97000007808

FILED
97 MAY 13 AM 11:23

H97000007808

ARTICLE III
CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is 100,000 shares at a par value of \$0.01 per share.

ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

William L. Whitacre, Esquire
1000 Universal Studios Plaza
Building 22, Suite 211
Orlando, Florida 32819-7610

ARTICLE V
TERM OF EXISTENCE

This corporation shall conduct business for the commercial life of the motion picture "Michael Winslow Live." The term of existence of the corporation is perpetual.

ARTICLE VI
INCORPORATOR

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

William L. Whitacre, Esquire
1000 Universal Studios Plaza
Building 22, Suite 211
Orlando, Florida 32819-7610

ARTICLE VII
OFFICERS

The initial officers of the corporation who shall be appointed at the initial meeting of the Corporation shall be:

H97000007808

H97000007803

| | |
|-----------|---------------------|
| President | ROBERT W. FISHER |
| Secretary | WILLIAM L. WHITACRE |
| Treasurer | ELLEN FISHER |

The address of the above officers is:

1000 Universal Studios Plaza
Building 22, Suite 211
Orlando, Florida 32819-7610

ARTICLE VIII **DIRECTORS**

Consistent with ARTICLE X herein, there shall be three directors initially. The number of directors may be changed from time to time in accordance with the By Laws, but shall never be less than three. The initial directors, whose terms shall commence at the organizational meeting of the corporation are:

| | |
|----------|---------------------|
| Chairman | WILLIAM L. WHITACRE |
| Director | ROBERT W. FISHER |
| Director | ELLEN FISHER |

The address of the above directors is:

Universal Studios Florida
1000 Universal Studios Plaza
Building 22, Suite 211
Orlando, Florida 32819-7610

ARTICLE IX **PURPOSE**

The purpose for which this corporation is formed is motion picture film production, and related activity, including but not limited to the acquisition, development, production, and distribution of an original motion picture entitled "Michael Winslow Live" and any ancillary products thereto in all media for maximum commercial exploitation throughout the universe. In furtherance of its purpose, the Corporation shall be permitted to conduct all lawful business authorized under the laws of the State of Florida, and of the United States, as well as of the States therein, and the respective laws of other countries and territories throughout the world.

H97000007808

H97000007808

ARTICLE X
MANAGEMENT

The affairs of the corporation shall be managed by the Board of Directors in accordance with the By-Laws and any other rules of procedure adopted at the initial meeting.

ARTICLE XI
ELECTION OF "S" STATUS

To carry out its purposes, this Corporation shall, upon receipt of confirmation of the filing of these Articles of Incorporation with the State of Florida Secretary of State Division of Corporations, execute and immediately file, a Form 2334, Election of "S" Status and conduct its business and affairs solely in accordance therewith from the moment of its existence until its dissolution in accordance with these Articles of Incorporation.

The undersigned, as Legal Counsel and Authorized Agent, has executed these Articles of Incorporation this 8 th day of May, 1997.



William L. Whitacre
INCORPORATOR

H97000007808

H97000007808

Date: 5-8-97

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.



William L. Whitacre
REGISTERED AGENT

Date: 5-8-97

FILED
97 MAY 13 AM 11:23
IN CLAISSON, FLORIDA

H97000007808