



P97000046516

Florida Incorporators, Inc.

Mark S. Hankins
President
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

May 19, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Backlot Films, Inc.

300002190113--4
-05/23/97--01094--012
*****122.50 *****122.50

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$122.50 representing the filing fee, certificate fee and designation of registered agent fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

FILED
97 MAY 23 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-nc 5/27/97

ARTICLES OF INCORPORATION
OF
BACKLOT FILMS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is BACKLOT FILMS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor(s) are elected and qualified are:

WILLIAM BUTLAND
5205 S.W. 89TH WAY
COOPER CITY, FL 33328

GREG CULVER
8835 S.W. 6TH STREET
BOCA RATON, FL 33433

SEVENTH: The name and address of the incorporator is:

WILLIAM BUTLAND
5205 S.W. 89TH WAY
COOPER CITY, FL 33328

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

WILLIAM BUTLAND
5205 S.W. 89TH WAY
COOPER CITY, FL 33328

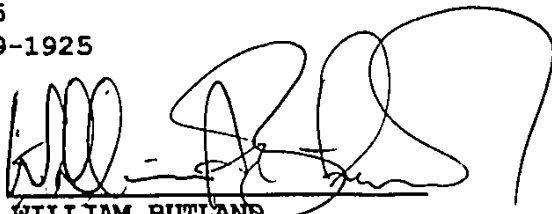
NINTH: The principal office of the corporation is:

BACKLOT FILMS, INC.
5205 S.W. 89TH WAY
COOPER CITY, FL 33328

TENTH: The mailing address of the corporation is:

BACKLOT FILMS, INC.
P.O. BOX 291925
DAVIE, FL 33329-1925

DATED: May 6, 1997


WILLIAM BUTLAND
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


WILLIAM BUTLAND

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA