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#### ARTICLES OF INCORPORATION

OF

## ALPHA & OMEGA ENTERTAINMENT, INC.

97 JUN 4 PM 39
SECKETARY OF STATE
TALLAHASSEE FLORID!

#### ARTICLE I. CORPORATE NAME.

The name of this corporation is ALPHA & OMEGA ENTERTAINMENT, INC., whose address is 4286 Little Osprey Drive, Tallahassee, Florida 32303.

#### ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 4286 Little Osprey Drive, Tallahassee, Florida 32303.

#### ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of \$1.00 par value stock.

#### ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is STANLEY J. KMET, 4286 Little Osprey Drive, Tallahassee, Florida 32303.

# ARTICLE V. INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

STANLEY J. KMET 4286 Little Osprey Drive Tallahassee, Florida 32303

## ARTICLE VI. DURATION.

This corporation shall exist perpetually unless sooner dissolved according to law.

# ARTICLE VII. INITIAL BOARD OF DIRECTORS.

This corporation shall have eight directors initially. The number of directors may either be increased or decreased from time to time as provided in the by-laws. The names and addresses of the initial directors of this corporation are:

Stanley J. Kmet, Ph. D. 4286 Little Osprey Drive Tallahassee, FL

Norman Rice 4531 Village Wood Drive Orlando, FL 32335

David H. Werner 901 Stone Canyon Road Los Angeles, CA 90077-2913

## ARTICLE VIII. BY-LAWS.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

# ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK.

Shares held by the initial shareholders of the corporation may not be resold or otherwise transferred to other persons unless such shares are offered first to the other shareholders and then to the corporation. The price and terms at which, and the time in which, such shares may be offered and sold shall be further specified in the By-Laws.

#### ARTICLE X. INDEMNIFICATION.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of June STANLEÝ KMET I HEREBY ACCEPT THE DESIGNATION AS RESIDENT AGENT OF CORPORATION. STATE OF FLORIDA COUNTY OF LEON produced KMET, who BEFORE ME appeared STANLEY J. identification or who is personally known to me, and who executed the foregoing Articles, and he acknowledged before me that he executed those Articles. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notary Public

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(SEAL)

My Commission Expires:

PHYLLIS J SOMMERS My Commission CC402505 Expires Sep. 22, 1998 Bonded by NFNU 800-224-4368

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FALLAHASSEE FLORING