

P97000050039

CINEMAGIC PRODUCTIONS, INC.
4651 36TH St., Ste 600
Orlando, FL 32811
(407) 423-8800 EXT. 22

May 29, 1997

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32314

Re: CINEMAGIC PRODUCTIONS, INC.

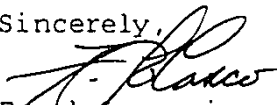
Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation in the above-captioned matter for filing with your division. Please return one certified copy of the Articles to me for my file.

Also enclosed is a check in the amount of \$122.50 for the incorporation costs:

Thank you for your cooperation in this matter.

Sincerely,


Frank Locascio
President

Enclosures: 2 sets Articles of Incorporation
Check \$122.50

FILED

97 JUN -2 AM 9 31

RECEIVED
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

06-01-97

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****122.50 ****122.50

QAL 6-6-97

ARTICLES OF INCORPORATION
OF
CINEMAGIC PRODUCTIONS, INC.

FILED
97 JUN -2 AM 9 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
106-01-97

Article I - Name

The name of this corporation is CINEMAGIC PRODUCTIONS, INC.

Article II - Duration

This corporation shall exist perpetually commencing on June 1, 1997.

Article III - Purpose

This corporation is organized:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

2. To engage in any activity or business permitted under the laws of the United States and of this State, as the same may be from time to time amended.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of \$1 DOLLAR (\$1.00) par value common stock, which shall be designated "Common Shares". No shareholder shall be entitled to preemptive rights.

Article V - Initial Registered Office and

Agent

The street address of the initial registered office of this corporation is 4651 36th Street¹, ^{Ste. 600} Orlando, FL 33811 and the name of the registered agent of this corporation at that address is FRANK LOCASCIO.

Article VI - Initial Board of Directors

This corporation shall have TWO (2) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Frank Locascio
7652 Panthera Ct
Orlando, FL 32822

John P. Ehrhard
987 N. Jerico Drive
Casselberry, FL 32707

Article VII - Incorporator

The name and address of the person signing these Articles is Frank Locascio; 7652 Panthera Ct., Orlando, FL 32822, Office: 4651 36th St., Ste 600, Orlando, FL 32811.

Article VIII-By-laws

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

Article IX - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings

of the Board of Directors by means of conference telephone as provided by law.

Article X - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

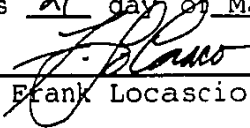
Article XI - Indemnification

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

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders as subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of May, 1997.



Frank Locascio

STATE OF FLORIDA
COUNTY OF Seminole

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Frank Locascio to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 29 day of May, 1997.

Mercill S. Crouch
Notary Public - State of Florida
at Large.
Address: 2002 Sepler Drive

Fern Park, FL 32730-3111

My commission expires:



MERCILL R. CROUCH
MY COMMISSION # CC456383 EXPIRES
April 27, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

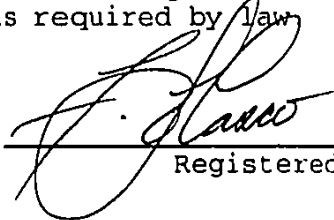
Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be served and Names and Addressees of the Officers and Directors.

The following is submitted, in compliance with
Chapter 48.091, Florida Statutes

a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 4651 36th St., Ste 600, Orlando, FL 32811 County of Orange, State of Florida, has named Frank Locascio located at 7652 Panthera Ct., Orlando, FL 32822; Office: 4651 36th St. Ste 600, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law



Registered Agent

FILED
97 JUN - 2 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

06-01-97