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ACCOUNT NO. : 072100000032

REFERENCE : 422576 8657A

AUTHORIZATION :

Patricia Pysit

COST LIMIT : \$ 122.50

ORDER DATE : June 10, 1997

ORDER TIME : 10:22 AM

ORDER NO. : 422576-005

CUSTOMER NO: 8657A

100002208661--4

CUSTOMER: Ms. Stephanie O'dell
RAMSEY W. DULIN, ESQ

201 S. Orange Avenue, Ste 1090
Signature Plaza
Orlando, FL 32801

DOMESTIC FILING

NAME: ALBEDO PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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RECEIVED
97 JUN 11 AM 10:44
DIVISION OF CORPORATION

84 JUN 11 1997

JUL 11 2011 2:23
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALBEDO PRODUCTIONS, INC.**

The undersigned, for purposes of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be ALBEDO PRODUCTIONS, INC.

**ARTICLE II
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III
PURPOSE**

The purposes of the corporation are:

(a) To engage in business in the entertainment industry, including, without limitation, the creation, production, marketing and distribution of motion pictures, films and video products.

(b) To engage in and to transact any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is one thousand (1000) shares, all of which shall be common shares with a par value of one dollar (\$1.00).

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 201 S. Orange Avenue, Suite 1090, Orlando, Florida 32801. The name of the initial registered agent at such address is Ramsey Dulin.

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS**

The initial principal place of business of the corporation shall be 325 S. Northlake Boulevard, Suite 1129, Altamonte Springs, Florida 32701, until otherwise designated by the corporation.

**ARTICLE VII
DIRECTORS**

The Board of Directors of the corporation shall consist of at least one director and no more than five directors. The initial Board of Directors shall consist of the following directors, whose names and addresses are set forth below:

Britt Nichols	325 S. Northlake Boulevard Suite 1129 Altamonte Springs, Florida 32701
David Norona	12030 Magnolia Boulevard Apt. #10 Valley Village, California 91607

**VIII
OFFICERS**

The corporation shall have such officers as may be provided in the bylaws of the corporation, and such officers shall be determined in the manner provided in the bylaws, and shall

perform their duties during their respective terms of office as may be provided in the bylaws of the corporation.

ARTICLE IX INCORPORATOR

The name and address of the incorporator of the corporation is as follows:

Ramsey W. Dulin, Esquire

201 S. Orange Avenue
Suite 1090
Orlando, Florida 32801

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The shareholders shall have the exclusive authority to make amendments to these Articles of Incorporation by majority vote of all outstanding shares; the Board of Directors shall have the authority to formulate and adopt the initial bylaws of the corporation, thereafter, the shareholders shall have the exclusive authority to amend the bylaws of the corporation by a majority vote of all outstanding shares.

IN WITNESS WHEREOF, I have subscribed my name this 5th day of June, 1997.

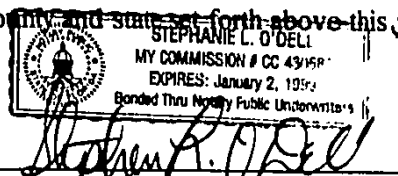


Ramsey W. Dulin, Esquire
Incorporator

STATE OF FLORIDA COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a notary public, duly authorized in the state and county aforesaid to take acknowledgements, personally appeared Ramsey W. Dulin to me personally known to be the person who executed and subscribed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purposes therein contained, and who did/did not take an oath.

WITNESS my hand and official seal in the county and state set forth above this 5th day of June, 1997.



Notary Public, State of Florida
Printed Name: Stephanie L. O'Dell

Stamp:

**DESIGNATION OF REGISTERED
OFFICE AND REGISTERED AGENT**

ALBEDO PRODUCTIONS, INC., a Florida corporation, pursuant to Florida Statute §48.091, and its Articles of Incorporation, hereby designates Ramsey W. Dulin, 201 South Orange Avenue, Suite 1090, Orlando, Florida 32801, as its registered agent and registered office for the service of process as required by law.

ACCEPTANCE

I, Ramsey W. Dulin having been named in the foregoing designation of registered office and registered agent by ALBEDO PRODUCTIONS, INC., a Florida corporation, and being fully advised and apprised of the duties of a registered agent for the service of process as prescribed by Florida Statute §48.091, do hereby accept said designation, and agree to accept service of process as registered agent, to keep my office open during prescribed hours, to post my name in some conspicuous place in the office as required by law, and to otherwise comply with the obligations of a resident agent and to maintain a registered office as heretofore indicated.

Dated this 5th day of June, 1997.

Ramsey W. Dulin