

*P97000060/45*  
ENTERTAINMENT LAW OFFICES  
of  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL -9 PM 2:03

June 9, 1997

Secretary of State  
Division of Corporations  
ATTN: Certification Section  
P. O. Box 6327  
Tallahassee, FL 32314

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-07/09/97--01049--013  
\*\*\*122.50 \*\*\*122.50


Re: **HI HAT FILMS, INC.**  
**BABY LEGS ENTERTAINMENT, INC.**  
**CINEOT, INC.**  
**TOON SMITH, INC.**

Enclosed please find checks in the amount of \$122..50 each for filing the Articles of Incorporation of the above for-profit corporations together with the registered agent fees.

Thank you for your assistance in returning confirmation of these filings to:

William L. Whitacre  
Post Office Box 947689  
Maitland, Fl 32794-7689

Very truly yours,



William L. Whitacre

WLW/ww

FILM, TELEVISION, MUSIC, AND LITERARY PUBLISHING REPRESENTATION

D. BROWN JUL 10 1997

**ARTICLES OF INCORPORATION  
OF**

**HI HAT FILMS, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation shall be:

**HI HAT FILMS, INC.**

**ARTICLE II  
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE III  
PRINCIPAL OFFICE**

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

608 S. Main Avenue #12  
Clermont, FL 34711

**ARTICLE IV  
PURPOSE**

The purpose for which this corporation is formed is to conduct all lawful business authorized by the State of Florida and the laws of the United States.

THESE ARTICLES PREPARED BY:  
WILLIAM L. WHITACRE, ESQUIRE  
FLORIDA BAR 170693

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DIVISION OF CORPORATIONS  
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**ARTICLE V  
CAPITAL STOCK**

The corporation is authorized to issue 10,000 shares of common stock at a par value of \$.01 per share.

**ARTICLE VI  
INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office of the corporation is as follows:

Tommy Barstow  
608 S. Main Avenue #12  
Clermont, FL 34711

**ARTICLE VII  
INCORPORATOR**

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

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

**ARTICLE VIII  
DIRECTORS**

The corporation shall have two directors initially. The number of directors may be changed from time to time in accordance with the By-Laws, but if directors are elected by the shareholders, the number of directors shall never be less than two. The names and addresses of the initial directors, who shall be appointed at the organizational meeting of the corporation, and who shall serve for terms as set forth in the By Laws, are:

Larry Smith  
Tommy Barstow  
608 S. Main Avenue #12  
Clermont, FL 34711

## **ARTICLE IX AMENDMENT OF ARTICLES**

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 is subject to this reservation. The power to adopt, alter amend or repeal these Articles of Incorporation shall be vested in the Shareholders by a sixty percent (60%) vote.

## **ARTICLE X PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## **ARTICLE XI MANAGEMENT BY BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors of this corporation.

## **ARTICLE XII INDEMNIFICATION**

The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Florida Statutes.

### **ARTICLE XIII AMENDMENT OF BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors by a sixty percent (60%) vote.

### **ARTICLE XIV SHAREHOLDER QUORUM AND VOTING**

Only sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

### **ARTICLE XV GREATER SHAREHOLDER VOTING REQUIREMENTS**

The affirmative vote of sixty percent (60%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: MERGERS, ACQUISITIONS EXCEEDING \$200,000.00, SALES OF ASSETS EXCEEDING \$100,000.00, and DISSOLUTION OF THE CORPORATION.

### **ARTICLE XVI VOTING LISTS**

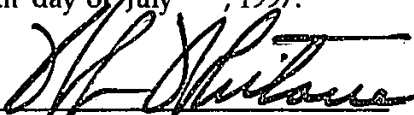
The officer or agent having charge of the stock transfer books for the shares of this corporation shall make, at least ten (10) days prior to each meeting of shareholders a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number and class and series, if any, of shares held by each. Such list shall be kept on file at the registered office of the corporation, with the Registered Agent, for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.

**ARTICLE XVII  
OFFICERS**

The initial officers of the Corporation, who shall hold office for a term as established in the By Laws, are:

President/Secretary/Treasurer  
Tommy Barstow  
608 S. Main Avenue #12  
Clermont, FL 34711

The undersigned has executed these Articles of Incorporation  
this 7 th day of July, 1997.

  
William L. Whitacre, Incorporator

## DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

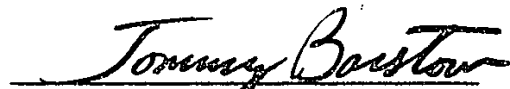
Pursuant to the provisions of section 607.0501 Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the Corporation is:

HI HAT FILMS, INC.

2. The name and address of the registered agent and office is:

Tommy Barstow  
608 S. Main Avenue #12  
Clermont, FL 34711

  
TOMMY BARSTOW  
Registered Agent  
July 7, 1997

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.

  
TOMMY BARSTOW  
Registered Agent  
July , 1997

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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