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BRIAN R. LOE

Attorney at Law

3074 West Lake Mary Boulevard, #136

Lake Mary, Florida 32746

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July 16, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 18 AM 9:40

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

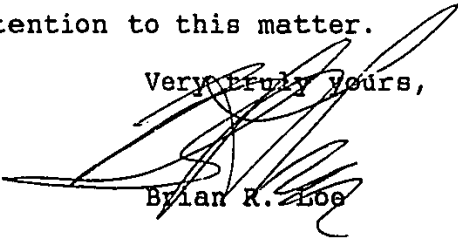
TO WHOM IT MAY CONCERN;

Enclosed are the Articles of Incorporation for UNITED CREW FILMS, INC., and the Certificate of Registered Agent. I will need a certificate of status for this corporation. I have enclosed a check for Seventy Eight Dollars and Seventy Five Cents (\$78.75) drawn upon my trust account payable to the Secretary of State in payment of your fee for filing the articles, filing the designation and, a certificate of status.

Do not hesitate to make a collect phone call to me if everything is not in order.

Thank you for your attention to this matter.

Very truly yours,


Brian R. Loe

BRL:jg

Enclosures: Check, Art. of Inc. &
Cert. of Registered Agent

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* ARTICLES OF INCORPORATION *
for
* UNITED CREW FILMS, INC. *

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In compliance with the requirements of F.S. Chapter 607, the undersigned, JEFF MAYNARD, being a natural person, does hereby act as an Incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business Corporation.

ARTICLE I

The name of the Corporation is UNITED CREW FILMS, INC.

ARTICLE II

The existence of the Corporation shall begin upon the filing and acceptance of these articles by the Secretary of State of the sovereign State of Florida.

ARTICLE III

The street address of the initial principal office of the corporation is located at 37 Skyline Drive, #4301, Lake Mary FL 32746. The initial mailing address of the Corporation is also 37 Skyline Drive, #4301, Lake Mary FL 32746.

ARTICLE IV

The maximum number of shares of stock that this company is authorized to issue and have outstanding at any one time is 1,000 shares of voting common stock having no par value. Transfer of any share of this class of stock is subject to a right of first refusal of the corporation and the other shareholders. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 3074 West Lake Mary Blvd, #136 Lake Mary FL 32746. The initial registered agent for the Corporation at that address is BRIAN R. LOE. The board of directors may move the registered office and change the registered agent from time to time as it deems appropriate.

ARTICLE VI

The Corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the shareholders but shall never be less than one.

ARTICLE VII

The names of the initial directors of this Corporation and their addresses are:

DAVID NORMAN
1742 Fifeshire Ct
Longwood FL 32779

JENNIFER GOLD
1136 Soria Ave.
Orlando FL 32807

VICTOR NORMAN
472 Sun Lake Circle #310
Lake Mary FL 32746

JEFF MAYNARD
1136 Soria Ave.
Orlando FL 32807

The persons named as initial directors shall hold office until their successors have been elected or appointed and qualified.

ARTICLE VIII

The name and address of the person signing these articles as Incorporator is JEFF MAYNARD, 1136 Soria Avenue, Orlando, FL 32807.

ARTICLE IX

The Corporation may indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE X

These articles may be amended as provided by Florida Law. Additionally, these articles may be amended by a written statement signed by all of the directors and all of the shareholders manifesting their intent that a certain amendment of these articles be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 16th of July, 1997.

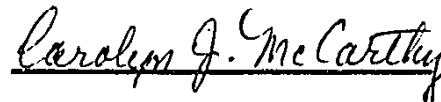

JEFF MAYNARD
Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public, personally appeared JEFF MAYNARD, who provided identification in the form of a Florida Drivers License, is also personally known to me and signed the foregoing Articles of Incorporation, and acknowledged before me as well that he subscribed to these Articles of Incorporation on the 16 day of July, 1997.



CAROLYN J. MCCARTHY
My Commission CC303101
Expires Jul. 27, 1997
Bonded by HAI
800-422-1555



NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT WITHIN THIS STATE**

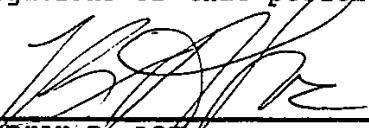
UNITED CREW FILMS, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Seminole County, Florida has named BRIAN R. LOE as its agent to accept service of process within this state at a registered office address of 3074 West Lake Mary Blvd., #136 Lake Mary FL 32746.

By: 
JEFF MAYNARD, Incorporator

July 16, 1997
DATED: July 16, 1997

ACKNOWLEDGMENT

Having been named to accept service of process for UNITED CREW FILMS, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

By: 
BRIAN R. LOE
Attorney at Law
Fla. Bar # 722560
3074 W. Lake Mary Blvd. #136
Lake Mary FL 32746
407 323-6128

July 16, 1997
DATED: July 16, 1997

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