

997000071025



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 498420 5011226

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : August 15, 1997

ORDER TIME : 10:52 AM

ORDER NO. : 498420-005

CUSTOMER NO: 5011226

CUSTOMER: Melissa L. Wilson, Legal Asst
GRAY HARRIS & ROBINSON

300002268483--8

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: D5 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: Christopher Smith

EXAMINER'S INITIALS: _____

97 AUG 15 PM 2:36
FILED

97 AUG 15 PM 12:20
RECEIVED
45/5/18

**ARTICLES OF INCORPORATION
OF
D5 PRODUCTIONS, INC.**

FILED
97 AUG 15 2:38
SEC
FILE

ARTICLE I - NAME

The name of this corporation is D5 PRODUCTIONS, INC. The address of the corporation shall be Disney MGM Studios, Production Trailer D-5, Lake Buena Vista, Florida 32830.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 E. Pine Street, Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Michael E. Neukamm

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws but shall never be less than one (1).

B. The names and addresses of the initial directors of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Alexander Cherry	Disney MGM Studios Production Trailer D-5 Lake Buena Vista, Florida 32830
Dennis L. Steinmetz	8420 Lyric Court Orlando, Florida 32819

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Michael E. Neukamm	201 E. Pine St., Suite 1200 Orlando, Florida 32801

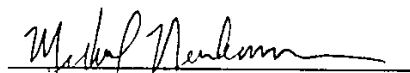
ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - 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 is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of August, 1997.


Michael E. Neukamm
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of D5 PRODUCTIONS, INC., I hereby accept and agree to act in this capacity.


Michael E. Neukamm

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