



ACCOUNT NO. : 072100000032

REFERENCE : 597407 7125832

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyjette

ORDER DATE : November 11, 1997

ORDER TIME : 3:57 PM

ORDER NO. : 597407-005

CUSTOMER NO: 7125832

200002344062--9

CUSTOMER: Greg Galloway, Esq
GALLOWAY & ASSOCIATES, P.A.

Suite 218, Bldg. 22a
1000 Universal Studios Plaza
Orlando, FL 32819

DOMESTIC FILING

NAME: ARC ANGEL PICTURES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 12 AM 10:31

RECEIVED
97 NOV 12 AM 8:28
DIVISION OF CORPORATIONS
11/12/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 12 AM 10:31

ARTICLES OF INCORPORATION
OF
ARC ANGEL PICTURES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ARC ANGEL PICTURES, INC.

The address of the principal office of this corporation shall be 694 Statonville Court, Orlando, Florida 34761, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1200 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Mark Witherspoon Dir.	694 Statonville Court Orlando, Florida 34761
Rhonda Witherspoon Dir.	Same as above
Michele Garibaldi Dir.	1441 Kirkman Road, #2060 Orlando, Florida 32811

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Mark Witherspoon Pres.	694 Statonville Court Orlando, Florida 34761
Rhonda Witherspoon Sec./Treas.	Same as above
Michele Garibaldi V.Pres.	1441 Kirkman Road, #2060 Orlando, Florida 32811

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on November 11, 1997.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 12 AM 10:31

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: _____

Gail Shelby
Its Agent, Gail Shelby

DWL