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NAME: THE BLAIR WITCH FILM COMPANY
AUDIT NUMBER.....H97000019026
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STATE OF FLORIDA
ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of
THE BLAIR WITCH FILM COMPANY

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and being Legal Counsel and authorized agent for the principals designated herein, files these ARTICLES OF INCORPORATION to form a CORPORATION FOR PROFIT under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be *THE BLAIR WITCH FILM COMPANY*. The company shall be free, in accordance with its business purposes, to seek trademarks, copyrights, or other proprietary registrations under the laws of the United States and of the State of Florida utilizing this name.

ARTICLE II
PRINCIPAL OFFICE

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

THE BLAIR WITCH FILM COMPANY
6355 MetroWest Blvd. Suite 200
Orlando, Florida 32835

In accordance with its business purposes, the company shall conduct film production and related activity at its principal place of business.

ARTICLE III
CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is 100 shares at a par value of \$0.01 per share.

THESE ARTICLES PREPARED BY:
William L. Whitacre, Esquire
Florida Bar No. 170693
1000 Universal Studios Plaza
Bldg 22, Suite 212
Orlando, FL 32819
(407) 224-7533

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ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

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

ARTICLE V
TERM OF EXISTENCE

This corporation shall have existence for the commercial life of the motion picture "Hoover", unless voluntarily dissolved according to law prior to that time.

ARTICLE VI
INCORPORATOR

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

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

ARTICLE VII
OFFICERS

The initial officers of the corporation who shall be appointed at the initial meeting of the Corporation shall be:

President	GREGG HALE 1204 Elmwood Street Orlando, FL 32801
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Vice President	ED SANCHEZ 13710 Larksong Drive Germantown, MD 20874
Secretary	DAN MYRICK 5016 Park Central Drive, St. 2232 Orlando, FL 32839
Treasurer	ROBIN COWIE 6355 MetroWest Blvd. Suite 200 Orlando, Florida 32835

ARTICLE VIII **DIRECTORS**

Consistent with ARTICLE X herein, there shall be four directors initially. The number of directors may be changed from time to time in accordance with the By Laws, but shall never be less than four.

The initial directors, who shall serve in accordance with the By-Laws, are:

GREGG HALE
1204 Elmwood Sreet
Orlando, FL 32801

ED SANCHEZ
13710 Larksong Drive
Germantown, MD 20874

DAN MYRICK
5016 Park Central Drive, St. 2232
Orlando, FL 32839

ROBIN COWIE
6355 MetroWest Blvd. Suite 200
Orlando, Florida 32835

ARTICLE IX **PURPOSE**

The purpose for which this corporation is formed is motion picture film production, and related activity, including but not limited to the acquisition,

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development, production, and distribution of an original motion picture entitled "THE BLAIR WITCH PROJECT" and any ancillary products thereto in all media for maximum commercial exploitation throughout the universe.

In furtherance of its purpose, the Corporation shall be permitted to conduct all lawful business authorized under the laws of the State of Florida, and of the United States, as well as of the States therein, and the respective laws of other countries and territories throughout the world.

ARTICLE X MANAGEMENT

The affairs of the corporation shall be managed by the Board of Directors in accordance with the By-Laws and any other rules of procedure adopted at the initial meeting.

The undersigned, as Legal Counsel and authorized agent, has executed these Articles of Incorporation this 14th day of November, 1997.



William L. Whitacre
INCORPORATOR

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENTSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

THE BLAIR WITCH FILM COMPANY.

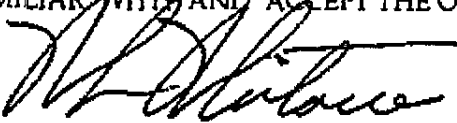
2. The name and address of the registered agent and office is:

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



William L. Whitacre
INCORPORATOR

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.



William L. Whitacre
REGISTERED AGENT

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