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Law Firm of  
Edward R. Gay, P.A.

1516 EAST CONCORD STREET - ORLANDO, FLORIDA 32803-5459 - (407) 896-1871 - FAX (407) 897-7042

November 13, 1997

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Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Digital Waves Productions, Inc.

Dear Sir or Madam:

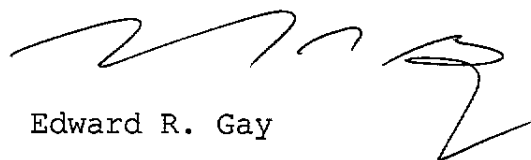
Enclosed please find a check in the amount of \$122.50 to cover the filing costs as follows:

- |                                  |         |
|----------------------------------|---------|
| 1. Filing fee                    | \$35.00 |
| 2. Certified copy of the Charter | \$52.50 |
| 3. Registered agent              | \$35.00 |

I am enclosing an original and copy of the Articles of Incorporation and Registered Agent certificate. Please return a certified copy of the Articles to the address above, along with the receipt for the costs as stated above.

Thank you for your prompt attention and cooperation.

Sincerely,



Edward R. Gay

enclosures

TM-11/18/97

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DIGITAL WAVES PRODUCTIONS, INC.**

**ARTICLES OF INCORPORATION**

**FIRST:** The name of the Corporation is **Digital Waves Productions, Inc.**

**SECOND:** The general nature of the business to be transacted is to do all things mentioned herein, to wit:

**AUDIO-VISUAL DIGITAL EDITING**

To acquire by purchase, subscription, or otherwise, and to hold either as an investment or otherwise any bonds or evidence of indebtedness or other securities, or shares of capital stock created or issued by any other corporation, associations, or associations of the State of Florida, or any other State, Territory, or Country.

To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and to deal in any bonds or evidence of indebtedness or other securities, created or issued by any other corporation or corporations, association or associations of the State of Florida, or of any other State, Territory, or Country, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

To aid in any manner any corporation or corporations, association or associations, of which any bonds or evidence of indebtedness or other securities or shares of stock are held by the Corporation, and to do any acts or things necessary, expedient or calculated to protect, preserve, improve, or enhance the value of any such bonds, or other

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securities, or other evidence of indebtedness or shares of stock.

To take, acquire, purchase, own, hold, rent, lease, mortgage, sell, exchange, improve, cultivate, develop, and otherwise to deal in and dispose of all property, real or personal, of every description that may be necessary to transaction of its business, or incident to, or capable of being used in connection with the aforesaid business or any of them.

To buy, sell, trade, exchange, or otherwise deal in any and all kinds of manufactured articles, new materials, and any other goods whatsoever, including trucking, warehousing, and storage, as well as engage in any products.

To buy, sell, and lease lands and interest in lands, including improvements and development of all types.

To borrow money and contract debts which may be necessary for the transaction of business and for the exercise of its corporate rights, privileges, or for any other lawful purpose of the Corporation. To issue: bonds, promissory notes, bills of exchange, debentures, or other obligations and evidence of indebtedness payable at a specific time or times or upon the happening of a specific event secured by mortgage, pledge, or otherwise.

To enter into, make, and perform contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, town, city, county, State, territory, or government, and to carry on its

operations, within the State of Florida or elsewhere, without restrictions as to place and amount.

THIRD: The maximum number of shares of stock the Corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) shares without par value.

FOURTH: The amount of capital with which the Corporation shall begin business is SIX HUNDRED DOLLARS (\$600.00).

FIFTH: The Corporation shall have perpetual existence.

SIXTH: The post office address of the registered principal office of the Corporation is: 55746 Lee Street, Astor, Florida 32102.

SEVENTH: The number of directors shall be a minimum of one (1) and a maximum of six (6). The number may be increased by the by-laws adopted by the shareholder(s) at any time and amended from time to time.

EIGHTH: The names and post office addresses of the First Board of Directors are:

NAME:	ADDRESS:
Beverly Strock	55746 Lee Street Astor, FL 32102
Richard Farr	120 N. Stone Street DeLand, FL 32720
Christie Graham	55746 Lee Street Astor, FL 32102

NINTH: The names and post office addresses of the Officers are:

NAME:	TITLE:	ADDRESS:
Beverly Strock	Vice-President/ Treasurer	55746 Lee Street Astor, FL 32102
Richard Farr	President	120 N. Stone Street DeLand, FL 32720
Christie Graham	Secretary	55746 Lee Street Astor, FL 32102

TENTH: The names and post office addresses of each of the initial shareholders and Incorporators to the Articles of Incorporation and the number of shares of stock which shall be initially distributed are as follows:

NAME:	ADDRESS:	# SHARES	VALUE
Beverly Strock	55746 Lee Street Astor, FL 32102		
&		50 2/3 (JTROS)	
Christie Graham	55746 Lee Street Astor, FL 32102		
Richard Farr	120 N. Stone Street DeLand, FL 32720	25 1/3	
Digital Waves Productions, Inc.	55746 Lee Street Astor, FL 32102	24 (Treasury)	

ELEVENTH: The name of the Registered Resident Agent empowered to receive service of process and corporate notices of any nature shall be: Beverly Strock, 55746 Lee Street, Astor, FL 32102.

TWELFTH: That upon the death of any of the shareholders of this Corporation, the Corporation shall have the right to purchase all of the rights and interest in the shares of stock of this Corporation that the deceased has. That right will be exercised by serving written notice of such exercise upon the personal

representative of the estate of the deceased shareholder, or upon the surviving spouse, if any, within thirty (30) days of the order of probate qualifying said shareholder's personal representative, or upon the surviving spouse within sixty (60) days of the date of death in the event a personal representative of the estate has not been established by the probate court within sixty (60) days of the date of death. The value of the stock shall be determined by an appraisal.

The Corporation shall have a right to purchase any shares of stock in the event that shareholder desires to dispose of his stock. No shareholder shall encumber or dispose of any part of the stock in this corporation, now owned or hereafter acquired by him, without the written consent of all of the stockholders. In the absence of written consent of all of the stockholders, a shareholder who desires to encumber or dispose of any part of the stock shall give written notice by certified mail stating his intentions to make such encumbrance or disposition to all other stockholders. Within thirty (30) days after receipt of said notice a meeting shall be called by the Corporation at its principal place of business.

The notice of said meeting shall be given to each stockholder not less than ten (10) days prior to the said meeting and specify the time and date. At the meeting, any stock that is desired to be encumbered or disposed of shall be offered for sale and shall be subject to an option to purchase by the Corporation which, if exercised, will be exercised at that meeting. The price will be

payable as follows: initial payment of ten percent (10%) within thirty (30) days after the option is exercised with the remaining balance payable as follows: monthly payments which will be amortized over twenty (20) years with interest accruing at prime plus two percent (2%, with annual adjustments for the interest rate (annual adjustment on the anniversary date of the exercise of this option) with a balloon payment within five (5) years of the exercise date. There will be no prepayment penalty. Further, the corporation has a right to accelerate the payment schedule to the shareholder who has relinquished his ownership through this provision. The definition of encumbrances shall include any judgment rendered against a shareholder individually. The value of these shares of stock to be determined by an appraisal.

THIRTEENTH: It is acknowledged and understood that Beverly Strock holds 50 2/3rds shares with her daughter Christie Graham, as joint tenants with right of survivorship. However, Beverly Strock retains full voting rights for the 50 2/3rds shares during her lifetime unless otherwise specified by her in writing.

FOURTEENTH: The Corporation shall have bi-annual meetings for the first three (3) years of its existence which shall be held on May 1 and November 1, or such other date as determined by the majority of directors.

FIFTEENTH: All employees of this Corporation will be required to acknowledge in writing that the properties developed or created while employed shall remain the property of the customer or the company, as the case may be, and shall be returned to the

possession of the customer or the company on demand upon termination of employment. Further, all employees shall be required to sign in writing a covenant not to compete with this Corporation which shall provide the following:

Employee will not, during employment, and the twelve months following termination of employment, unless there is reasonable cause for job separation, have an interest (whether as a shareholder, officer, director, employee, consultant, independent contractor, agent or otherwise) and, or otherwise provide services to, any customer for whom the employee of the Corporation has performed services within the twelve months prior to such termination. In the event of any violation, or threatened violation, this provision by employee, it is agreed upon and acknowledged the company's legal remedies will be inadequate and the Corporation will be entitled to receive equitable relief, including an injunction, and the Corporation will be entitled to reimbursement of all costs and expenses incurred in connection with this litigation, including reasonable attorney's fees, and, if the court deems appropriate, whatever damages resulted to the Corporation prior to the entry of the injunction. This restriction shall be limited geographically to the following counties: Volusia, Flagler, Seminole, Orange, Lake, Brevard, and Osceola.

This provision is binding on initial officers effective upon



signing these Articles.

SIXTEENTH: It is acknowledged that this Corporation's initial funding of capital is provided solely by Beverly Strock. It is acknowledged that a media 100 edit system is being purchased under the name of Richard Farr solely because the sales price will be lower as a result of this individual purchase. However, the money for this edit system is being provided solely by Beverly Strock and will be considered a corporate asset immediately upon the completion of the purchase. Additionally, Richard Farr is selling a camera to the Corporation for \$6,000.00 which will be considered a corporate asset. However, in the event that Richard Farr or his heirs are no longer shareholders after the Eleventh provision is complied with Richard Farr or his heirs have the option to repurchase this camera for the sum of \$6,000.00 which sum he or his heirs may use to offset monies owed by the Corporation to Richard Farr or his heirs pursuant to the Eleventh provision.

SEVENTEENTH: As to the twenty-four (24) shares in treasury, twelve (12) will be set aside for bonuses for the original stock holders and officers, Beverly Strock, Richard Farr and Christie Graham. At least once a year the Board of Directors will meet to determine if any stock bonuses will be distributed and the quantity of distribution in the event bonuses are approved. The additional twelve (12) shares in treasury will be reserved at the discretion of the Board of Directors for future investors or incentives for other employees.

IN TESTIMONY WHEREOF, we, the undersigned, have set our hands and affixed our seal this 6<sup>th</sup> day of November, 1997.

Beverly Strock  
(SEAL)  
Christie Graham  
(SEAL)  
[Signature]  
(SEAL)

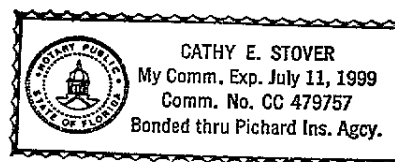
STATE OF FLORIDA:  
COUNTY OF ORANGE:

I HEREBY CERTIFY that on this day, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Beverly Strock, Richard Farr, and Christie Graham, who are personally known to me and who did take an oath, and they acknowledged before me that they subscribed to the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

SWORN AND SUBSCRIBED BEFORE ME this 6<sup>th</sup> day of November, 1997.

SEAL

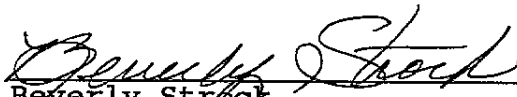
Cathy E. Stover  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING REGISTERED AGENT OR REGISTERED  
OFFICE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA

In compliance with Chapter 607.037, Florida Statutes,  
the following is submitted:

First: That **DIGITAL WAVES PRODUCTIONS, INC.**, with its  
principal place of business at **55746 Lee Street, Astor, Florida  
32102** has named **Beverly Strock** as Registered Agent, whose street  
address is **55746 Lee Street, Astor, Florida 32102**.

  
Beverly Strock  
Registered Agent

DATE: Nov. 6, 1997

**FILED**  
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