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ACCOUNT NO. : 072100000032

REFERENCE : 625506 8664A

AUTHORIZATION : Patricia P. Leggett

COST LIMIT : \$ 70.00

ORDER DATE : December 8, 1997

ORDER TIME : 9:55 AM

ORDER NO. : 625506-005

EFFECTIVE DATE  
12-5-97

100002365451--9

CUSTOMER NO: 8664A

CUSTOMER: Mr. Kenneth L. Mann  
KENNETH L. MANN, P.A.

Suite 540  
105 East Robinson Street  
Orlando, FL 32801

RECEIVED  
97 DEC -8 AM 11:38  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: CINECOM ENTERTAINMENT CORPORATION

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  
97 DEC -8 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ML*

EFFECTIVE DATE

12-5-97

ARTICLES OF INCORPORATION

OF

CINECOM ENTERTAINMENT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **CINECOM ENTERTAINMENT CORPORATION**.

ARTICLE II - DURATION

The corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The corporation is organized for the following purposes:

1. To engage in the business of producing, marketing and/or otherwise exploiting audio-visual entertainment products.
2. To engage in any other lawful business or businesses as the corporation may deem desirable from time to time.

In furtherance of the foregoing, the general purpose of the corporation includes the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Fla. Stat.

ARTICLE IV - POWERS

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue **1,000 shares of \$ .10 par value common stock**, which shall be designated "common shares."

ARTICLE VI - PRINCIPAL OFFICE; REGISTERED OFFICE  
AND AGENT; MAILING ADDRESS

The street address of the principal office of the corporation is: 2660 West S.R. 434, Longwood, FL 32779, ATTN Patricia J. Hurlbut, President. The mailing address of the corporation is the same as

the address of its principal office. The initial registered office of the corporation is 105 E. Robinson Street, Suite 540, Orlando, FL 32801, and the name of the initial registered agent designated by the corporation at this address is: Kenneth L. Mann.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall be comprised as follows:

<u>NAME</u>	<u>ADDRESS</u>
Patrick J. Armstrong	c/o PARC Records, Inc. 1101 N. Lake Destiny Road, Ste. 450 Maitland, FL 32751
Patricia J. Hurlbut	c/o Odyssey International Group 2660 West S.R. 434 Longwood, FL 32779
James E. Baldrige	c/o Worldwide Hospitality Group, Inc. 800 N. Magnolia Avenue, Suite 1015 Orlando, FL 32801
Richard A. Wheeler, Sr.	c/o Virtucom, Inc. 1147 Brantley Estates Drive Altamonte Springs, FL 32714

The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one.

ARTICLE VIII - INCORPORATOR

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

**Kenneth L. Mann**  
Kenneth L. Mann, P.A.  
105 E. Robinson Street, Ste. 540  
P.O. Box 551  
Orlando, FL 32802-0551

ARTICLE IX - BYLAWS

The power to adopt, amend or repeal bylaws shall be vested in the Board of Directors, subject to the power of the shareholders to repeal or amend any bylaws adopted by the Board of Directors.

The shareholders also reserve the concurrent power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be amended or repealed by the Board of Directors.

ARTICLE X - OFFICERS

The bylaws of the corporation shall provide for certain officers and the duties of all officers and prescribe the time and manner of their election. The initial officers of the corporation shall be:

President – Patricia J. Hurlbut

Treasurer – James E. Baldrige

Secretary – Patrick J. Armstrong

Their addresses are set forth in Article VII above.

ARTICLE XI - MEETINGS

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the corporation.

ARTICLE XII - AMENDMENT

The 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 5<sup>th</sup> day of December, 1997.

  
Kenneth L. Mann

**ACCEPTANCE BY REGISTERED AGENT**

Having been named above as registered agent for the above referenced corporation, at the place designated in Article VI above, I hereby accept the appointment to act in this capacity, and state that I am familiar with and accept the obligations of a registered agent under Section 48.091 and Section 607.0505, Fla. Stat..

  
\_\_\_\_\_  
Kenneth L. Mann, Registered Agent

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