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97 DEC 22 AM 10:34
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Writer's Direct Dial
770 563 8820

December 18, 1997

Secretary of State - Florida
Florida Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

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Re: FILMstart, Inc.
Our File No. 5668.04

Dear Sir or Madam:

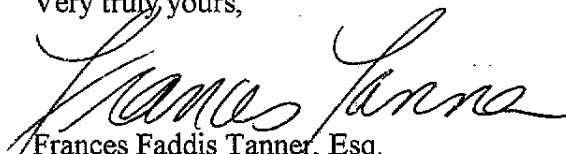
In order to effectuate the incorporation of the above referenced corporation, enclosed are the following:

1. The executed Articles of Incorporation and two (2) copies;
2. Certificate of Designation of Registered Agent/Registered Office; and
3. A check in the amount of \$122.50 payable to the Secretary of State as payment for the filing fee for the Articles of Incorporation.

Please file the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office and return a certified copy in the envelope provided.

If you have any questions, please call me. Thank you for your assistance.

Very truly yours,


Frances Faddis Tanner, Esq.
Attorney for the Incorporator

FFT/lk
Enclosures
cc: Robin G. Cowie

YFM 12-24-97

ORIGINAL

ARTICLES OF INCORPORATION
OF
FILMSTART, INC.

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I.

The name of the Corporation is:

FILMstart, Inc.

II.

The Corporation shall be authorized to issue two (2) classes of stock: Class A Voting Common Stock and Class B Non-Voting Common Stock.

CLASS A VOTING COMMON STOCK

The aggregate number of shares of Class A Voting Common Stock that the Corporation shall be authorized to issue shall be one hundred thousand (100,000) shares, with no par value per share. The Class A Voting Common Stock shall possess all such rights and privileges as are afforded to capital stock by applicable laws, including but not limited to the right to vote for the election of directors and on all other matters requiring shareholder action, each share being entitled to one vote.

CLASS B NON-VOTING COMMON STOCK

The aggregate number of shares of Class B Non-Voting Common Stock that the Corporation shall be authorized to issue shall be one hundred thousand (100,000) shares, with no par value per share. The Class B Non-Voting Common Stock shall carry no voting rights on any matter, and the holders of Class B Non-Voting Common Stock shall not participate in any proceedings in which actions shall be taken by the Corporation or the shareholders thereof or be entitled to notification as to any meeting of the Board of Directors or the shareholders. Except as provided in the immediately preceding sentence, the Class B Non-Voting Common Stock shall possess all such rights and privileges as are afforded to capital stock by applicable laws.

III.

The shareholders of the Corporation shall not have any pre-emptive rights to subscribe to any issues or additional shares of stock of the Corporation.

IV.

All shares of the Corporation's common stock that are reacquired by the Corporation shall, unless otherwise provided in a resolution by the Corporation's Board of Directors, be held as

treasury shares notwithstanding the provisions of Section 607.0631 of the Florida Business Corporation Act, as now or hereafter amended.

V.

Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if documented by one or more written consents signed by persons who would be entitled to vote at such a meeting and who collectively own shares in the Corporation having voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted.

VI.

The initial registered office of the Corporation will be located in Orlando County, at 6355 Metro West Boulevard, Suite 290, Orlando, Florida 32835. The initial registered agent of the Corporation will be Robin G. Cowie.

VII.

The name and address of the incorporator is:

Name

Address

Robin G. Cowie

6355 Metro West Boulevard
Suite 290
Orlando, Florida 32835

VIII.

The principal place of business and mailing address of the initial principal office of the Corporation is 6355 Metro West Boulevard, Suite 290, Orlando, Florida 32835.

IX.

The initial Board of Directors shall consist of one (1) member who shall be and whose address is:

Name

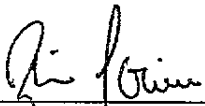
Address

Robin G. Cowie

6355 Metro West Boulevard
Suite 290
Orlando, Florida 32835

The personal liability of the Director of the Corporation is hereby eliminated to the fullest extent permitted by the Florida Business Corporation Act, as the same may be amended and supplemented.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17 day of December, 1997.



Robin G. Cowie
Incorporator

ORIGINAL

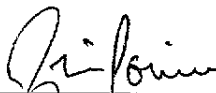
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is FILMstart, Inc.
2. The name and address of the registered agent and office is

Robin G. Cowie
6355 Metro West Boulevard
Suite 290
Orlando, Florida 32835

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 the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Robin G. Cowie

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