

P98000006506

TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

600002404986--2
-01/20/98--01090--019
*****70.00 *****70.00

SUBJECT: Nancy Films, Inc.
(Proposed Corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00.

FROM: James W. Henderson
Name (printed or typed)
13647 Waterhouse Way
Address
Orlando, FL 32828-8344
City, State & Zip
407-207-1963
Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 PM 4:15

NOTE: Please provide the original and one copy of the articles.

EFFECTIVE DATE
1-31-98

1-22-98
WS

**ARTICLES OF INCORPORATION
OF
NANCY FILMS, INC.**

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
Nancy Films, Inc.

ARTICLE II PRINCIPAL OFFICE

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

13647 Waterhouse Way
Orlando, Florida 32828-8344

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one million shares. All shares will be classified as common stock. The stated par value of all shares will be set at one dollar per share. The shares will not be traded on any public markets. Any shareholder who desires to dispose of their holdings must sell the share(s) directly to Nancy Films, Inc.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial agent is:

James W. Henderson
13647 Waterhouse Way
Orlando, Florida 32828-8344

ARTICLE V PURPOSE OF THE CORPORATION

Nancy Films, Inc. is organized to produce filmed entertainment and related products. Furthermore, the company may participate in any or all lawful business for which corporations may be incorporated under the General Corporation Act.

ARTICLE VII COMMENCEMENT OF THE CORPORATE EXISTENCE

Nancy Films, Inc. will commence to exist on the 31st day of January in the year nineteen hundred and ninety-eight.

EFFECTIVE DATE
1-31-98

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98 JAN 20 PM 4:16

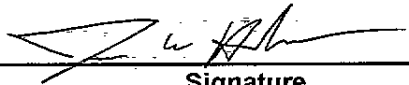
ARTICLE VIII INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

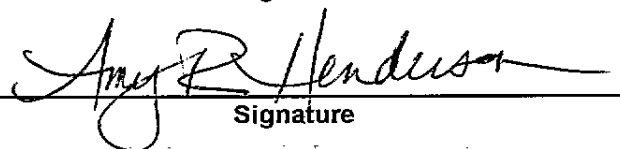
James W. Henderson
13647 Waterhouse Way
Orlando, Florida 32828-8344

Amy R. Henderson
13647 Waterhouse Way
Orlando, Florida 32828-8344

The undersigned incorporators have executed these Articles of Incorporation this fourteenth day of January in the year nineteen hundred and nintey-eight.



Signature



Signature

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: Nancy Films, Inc.
2. The name and address of the registered agent and office is:

James W. Henderson
(name)

13647 Waterhouse Way
(PO BOX not acceptable)

Orlando, FL 32828-8344
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Having been named as registered agent and to accept service of process for the above state 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.


(Signature)

1/14/98
(Date)