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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: MAGIC FOR MORON'S PRODUCTIONS, INC.
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ARTICLES OF INCORPORATION
of
MAGIC FOR MORONS PRODUCTIONS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

MAGIC FOR MORONS PRODUCTIONS, INC.

ARTICLE II
TERM OF EXISTENCE

This corporation shall have existence for the commercial life of the videogram "MAGIC FOR MORONS". At the end of the commercial life of the videogram "MAGIC FOR MORONS", or upon the unrestricted sale of said videogram, then this corporation shall wind up its affairs, reconcile its books and accounts, pay all of its legal debts and obligations, prepare Articles of Dissolution, and be voluntarily dissolved.

ARTICLE III
PRINCIPAL OFFICE

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

1000 Universal Studios Plaza
Building 22A, Suite 212
Orlando, FL USA 32819-7610

ARTICLE IV
PURPOSE

The purpose for which this corporation is formed is to conduct all lawful business authorized by the State of Florida and the laws of the United States in connection with the maximum commercial exploitation of the videogram "MAGIC FOR MORONS" and all ancillary and spin off rights thereof, as the General Partner of, and for the benefit of, that certain limited partnership MAGIC FOR MORONS PARTNERS, LTD.

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 V CAPITAL STOCK

There shall be only one class of stock, Common Stock. The corporation is authorized to issue 10,000 shares of Common Stock at a par value of \$.01 per share. Each share of Common Stock shall be a voting share of one vote on all matters upon which the shareholders are entitled to vote.

ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and of the principal office of the corporation is as follows:

William L. Whitacre
Registered Agent
Magic for Morons Productions, Inc.
1000 Universal Studios Plaza
Building 22A, Suite 212
Orlando, FL USA 32819-7610

ARTICLE VII INCORPORATOR

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

William L. Whitacre
1000 Universal Studios Plaza
Building 22A, Suite 212
Orlando, FL USA 32819-7610

ARTICLE VIII DIRECTORS

The corporation shall have three directors initially. The number of directors may be changed from time to time in accordance with the By-Laws, but the number of directors shall never be less than three.

The names and addresses of the persons who shall be appointed at the organizational meeting of this corporation, and who shall serve as the initial Board of Directors for terms in accordance with the By Laws of this corporation, are;

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William L. Whitacre, Chairman
Robert W. Fisher Director
Ellen Fisher, Director
Magic for Morons Productions, Inc.
1000 Universal Studios Plaza
Building 22A, Suite 212
Orlando, FL USA 32819-7610

ARTICLE IX AMENDMENT OF ARTICLES

This 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. The power to adopt, alter amend or repeal these Articles of Incorporation shall be vested in the Shareholders by a sixty percent (60%) vote.

ARTICLE X PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI MANAGEMENT BY BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors of this corporation.

ARTICLE XII INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Florida Statutes.

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**ARTICLE XIII
AMENDMENT OF BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors by a sixty percent (60%) vote.

**ARTICLE XIV
SHAREHOLDER QUORUM AND VOTING**

Sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV
GREATER SHAREHOLDER VOTING REQUIREMENTS**

The affirmative vote of sixty percent (60%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: MERGERS, ACQUISITIONS EXCEEDING \$200,000.00, and SALES OF ASSETS EXCEEDING \$100,000.00.

**ARTICLE XVI
VOTING LISTS**

The officer or agent having charge of the stock transfer books for the shares of this corporation shall make, at least ten (10) days prior to each meeting of shareholders a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number and class and series, if any, of shares held by each. Such list shall be kept on file at the registered office of the corporation, with the Registered Agent, for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.

**ARTICLE XVII
OFFICERS**

The initial officers of the Corporation, who shall be appointed by the Board of Directors at the organizational meeting of this corporation, and who hold office for terms as established in the By Laws, are:

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Robert W. Fisher, President
William L. Whitacre, Secretary
Ellen Fisher, Treasurer

The undersigned has executed these Articles of Incorporation this 4th day of
February, 1998.


William L. Whitacre, Incorporator

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

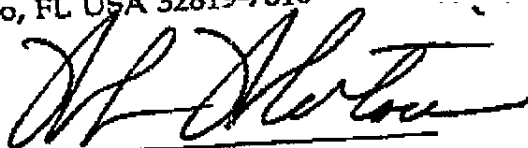
Pursuant to the provisions of section 607.0501 Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the Corporation is:

MAGIC FOR MORONS PRODUCTIONS, INC.

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

William L. Whitacre
Registered Agent
Magic for Morons Productions, Inc.
1000 Universal Studios Plaza
Building 22A, Suite 212
Orlando, FL USA 32819-7610



William L. Whitacre
Registered Agent
February 11, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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
February 11, 1998

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