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HECTOR J. MIR, P.A.

ATTORNEY AT LAW

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2655 LEJEUNE ROAD

CORAL GABLES, FLORIDA 33134

March 2nd, 1998

FEDERAL EXPRESS

Division of Corporations  
409 Gains Street  
Tallahassee, Florida 32399

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\*\*\*\*122.50 \*\*\*\*122.50

Re: ZANIMATION, INC.

Gentlemen:

Enclosed please find two originals of Articles of Incorporation for Zanimation, Inc. together with my check in the amount of \$122.50 in payment of the following:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent	
Designation	35.00

\_\_\_\_\_  
\$122.50

If the above documents are in order, I would appreciate that you file one original, certify the other, and send to the undersigned the certified original at the above address.

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

Sincerely,

*Hector J. Mir*

Hector J. Mir

HJM/mo  
Enclosures

FILED  
98 MAR -3 AM 7:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98-3-5-98

ARTICLES OF INCORPORATION  
OF  
ZANIMATION, INC.

FILED  
98 MAR -3 PM 7:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be Zanimation, Inc.

ARTICLE II.

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

(a) To acquire by purchase, gift, devise, bequest or otherwise, to import and export, to manufacture or construct, to own, use, hold and develop, to dispose of by sale, exchange or otherwise, to lease, mortgage, manage, pledge, assign and generally to deal in and with real, intangible, and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copy-rights, trademarks, trade names and licenses, and interests of any sort in any such property.

(b) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.

(c) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.

(d) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without consideration; and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all of the property of the Corporation, or any interest therein.

(e) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation; in connection therewith to assume liabilities of any person, firm, association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities, or property of any other kind.

(f) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any and all other securities of any description created, issued or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nation, and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

(g) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things hereinbefore set forth as principal, agent or otherwise, either alone or in conjunction with others, in any part of the world.

(h) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(i) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

### ARTICLE III.

#### Stock

The authorized capital stock of this Corporation shall consist of 500 shares of Common Stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

ARTICLE IV.  
Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

Hector J. Mir  
2655 Le Jeune Road, Suite 1107  
Coral Gables, Florida 33134

ARTICLE V.  
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.  
Initial Principal Office

The address of the initial principal office of this Corporation in the State of Florida shall be:

2655 Le Jeune Road, Suite 1107  
Coral Gables, Florida 33134

ARTICLE VII.  
Address of Registered Office and Registered Agent

The street address of the initial registered office of this Corporation in the State of Florida shall be 2655 Le Jeune Road, Suite 1107, Coral Gables, Florida 33134. The name of the initial registered agent of the Corporation at the above address shall be Hector J. Mir. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII.  
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person the exact number to be determined from time to time in accordance with the Bylaws.

ARTICLE IX.  
Initial Board of Directors

The name and street address of the member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until her successor or successors are elected are as follows:

Michael J. Roe  
1000 Venetian Way, Unit 806  
Miami, Florida 33139

ARTICLE X.  
Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE XI.  
Bylaws

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the Bylaws.

ARTICLE XII.  
Transactions In Which Directors  
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because any such Director or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XIII.  
Indemnification of Directors  
and Officers

(a) The Corporation hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his capacity of Director, officer, employee or agent of this Corporation or of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of such person being or having been a Director or officer of the Corporation, or by reason of such person serving or having served at the request of the Corporation as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the best interests of the Corporation. Such person shall not be entitled

to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon either: (1) a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceedings; or (2) a determination by independent legal counsel, when directed by a majority vote of a quorum of disinterested Directors, that the officer or Director seeking indemnification has met the standards of conduct set forth in subsections (1) and (2) of Florida Statutes Section 607.0850.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of subparagraph (a)(1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in subparagraph (a)(1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this paragraph. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this paragraph.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

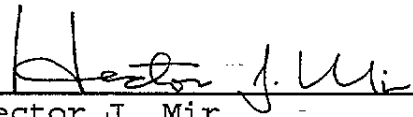
ARTICLE XIV.  
Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XV.  
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 2nd day of March, 1998.

  
\_\_\_\_\_  
Hector J. Mir

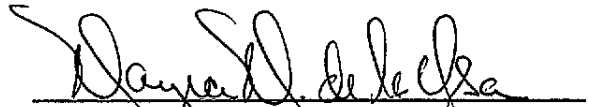


STATE OF FLORIDA

COUNTY OF DADE

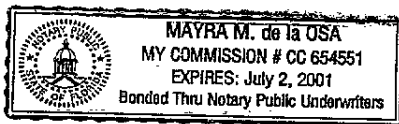
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Hector J. Mir personally known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 2nd day of March, 1998.



Name: Mayra M. de la Osa  
Notary Public  
State of Florida at Large

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Zanimation, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated 2655 Le Jeune Road, Suite 1107, Coral Gables, Florida 33134, as its initial Registered Office and has named Hector J. Mir located at said address as its initial Registered Agent.

By: Hector J. Mir  
Hector J. Mir, Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

Hector J. Mir  
Hector J. Mir, Registered Agent

FILED  
98 MAR -3 AM 7:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA