

7/21/98

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NAME: NURAY GROUP, INCORPORATED

AUDIT NUMBER.....H98000013479

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
of

***NuRay Group, Incorporated***

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and being Legal Counsel and authorized agent for the principals designated herein, files these ARTICLES OF INCORPORATION to form a CORPORATION FOR PROFIT under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation shall be ***NuRay Group, Incorporated***. The company shall be free, in accordance with its business purposes, to seek trademarks, copyrights, or other proprietary registrations under the laws of the United States and of the State of Florida utilizing this name.

ARTICLE II  
PRINCIPAL OFFICE

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

***NuRay Group, Incorporated***  
1000 Universal Studios Plaza  
Building 22, Suite 211  
Orlando, Florida 32819-7610

In accordance with its business purposes, the company shall conduct provide expert consulting services relating to film production, entertainment multimedia production, marketing and promotion, and related activity at its principal place of business.

THESE ARTICLES PREPARED BY:  
William L. Whitacre, Esquire  
Florida Bar No. 170693  
1000 Universal Studios Plaza  
Bldg 22, Suite 212  
Orlando, FL 32819  
TEL: (407) 224-7539  
FAX: (407) 224-6672

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**ARTICLE III**  
**CAPITAL STOCK**

The number of shares of stock that the corporation is authorized to have outstanding at any one time is 1000 shares at a par value of \$0.01 per share.

**ARTICLE IV**  
**INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

William L. Whitacre, Esquire  
1000 Universal Studios Plaza  
Building 22, Suite 212  
Orlando, Florida 32819-7610

**ARTICLE V**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence unless voluntarily dissolved according to law.

**ARTICLE VI**  
**INCORPORATOR**

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

William L. Whitacre, Esquire  
1000 Universal Studios Plaza  
Building 22, Suite 212  
Orlando, Florida 32819-7610

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**ARTICLE VII**  
**OFFICERS**

The initial officers of the corporation who shall be appointed at the initial meeting of the Corporation shall be:

President, Secretary, and Treasurer:

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

**ARTICLE VIII**  
**DIRECTORS**

Consistent with ARTICLE X herein, there shall be three directors initially. The number of directors may be changed from time to time in accordance with the By Laws, but shall never be less than three.

The initial directors, who shall be appointed at the initial organizational meeting of the company, and who shall serve terms as set forth in the By-Laws, are:

Chairman and Director	WILLIAM L. WHITACRE
Director	RICHARD A. TUFO
Director	GEORGE F. DUPREEZ

The address of the initial directors of the company is:

1000 Universal Studios Plaza  
Building 22, Suite 211  
Orlando, Florida 32819-7610

**ARTICLE IX**  
**PURPOSE**

The purpose for which this corporation is formed is to provide expert consulting services relating to film and music production, entertainment multimedia production, marketing and promotion, and related activity in the entertainment industry throughout the universe.

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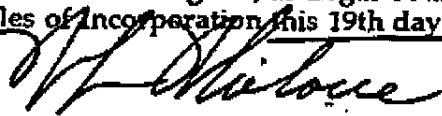
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In furtherance of its purpose, the Corporation shall be permitted to conduct all lawful business authorized under the laws of the State of Florida, and of the United States, as well as of the States therein, and the respective laws of other countries and territories throughout the world.

**ARTICLE X**  
**MANAGEMENT**

The affairs of the corporation shall be managed by the Board of Directors in accordance with the By-Laws and any other rules of procedure adopted at the initial meeting.

The undersigned, as Legal Counsel and authorized agent, has executed these Articles of Incorporation this 19th day of July, 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:

***NuRay Group, Incorporated***

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

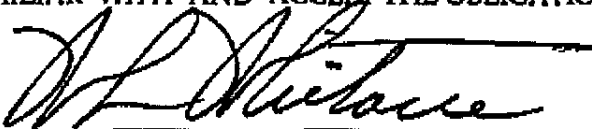
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**WILLIAM L. WHITACRE  
INCORPORATOR**

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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**

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