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HARRIS, MIDYETTE, GEARY, DARBY & MORRELL, P.A.

ATTORNEYS AT LAW

2012 South Florida Avenue • P.O. Box 2451
Lakeland, Florida • 33806-2451
Phone (941) 683-7567 • Fax (941) 688-8099

Christy F. Harris
William M. Midyette, III
Joseph A. Geary
Ben H. Darby, Jr.
Eduardo F. Morrell
Diane E. Hill

July 20, 1998

688-1552
mtch

Department of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

400002595774--3
-07/22/98-01081-013
****122.50 ****122.50

Re: Something Else, Inc.

Feature Film

Dear Sir/Madam:

In connection with the above-referenced Corporation, enclosed please find an original and one executed copy of Articles of Incorporation of Something Else, Inc., together with a certificate required by Florida law. Please approve and file the original Articles of Incorporation and return a certified copy to our office. Also enclosed is an original Certificate Designating Place of Business of Something Else, Inc., for filing with your office.

We are also enclosing our firm's check payable to you for charges as follows:

Filing Fees	\$35.00
Certified Copy	\$52.50
Registered Agent Designation.....	\$35.00
TOTAL	\$122.50

Please call our office if anything further is required. Thank you for your services.

Sincerely,

HARRIS, MIDYETTE, GEARY,
DARBY & MORRELL, P.A.

By:

William M. Midyette III
William M. Midyette, III

/ds

Enclosures (as stated)

cc: Something Else, Inc.

Attn: Mr. David DeBorde *mtch*
(deean\corporat\article letter)

AUTHORIZATION BY PHONE TO

CORRECT *Chang Corp none*

DATE *7/24*

DOC. EXAM *SB*

Please for copy & corrected article

B. BROCK JUL 28 1998

mtch
941-688-1552

APPROVED
AND
FILED

98 JUL 22 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SOMETHING ELSE FEATURE FILM, INC.

The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this Corporation is:

SOMETHING ELSE FEATURE FILM, INC.

50 JUL 22 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE II.

PERMITTED BUSINESSES AND ACTIVITIES

The general nature of the business to be transacted by this Corporation is to:

Produce and Market Motion Pictures

This Corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the Corporation shall have power to:

(a) Conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states,

territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by this Corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge Bonds, Debentures, Notes and other evidences of indebtedness, and execute such Mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Subsection (i) hereof.

(k) Enter into General Partnerships, Limited Partnerships (whether the Corporation be a Limited or General Partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in these Articles of Incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the Corporation.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having

a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any other form with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this Corporation will begin business shall be not less than Five Hundred Dollars (\$500).

ARTICLE V.

TERM OF EXISTENCE

The existence of this Corporation is to begin at the time of subscription and acknowledgment of these Articles of Incorporation and to continue perpetually thereafter.

ARTICLE VI.

PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the Corporation in the State of Florida is 1935 East Edgewood Drive, Building J, Lakeland, Florida 33803. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

Articles of Incorporation

Pages

ARTICLE VII.

REGISTERED AGENT

The Registered Agent of the Corporation and the address of the Registered Agent and Registered Office of the Corporation shall be as follows:

<u>Name</u>	<u>Address</u>
Dave DeBorde	1935 East Edgewood Drive, Building J Lakeland, Florida 33803

ARTICLE VIII.

DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, as provided in the By-Laws.

ARTICLE IX.

DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the Directors as Directors and as officers, to permit Contracts or other transactions between the Corporation and one or more of its Directors individually or businesses in which one or more of its Directors are interested, and to exercise such other powers of the Corporation as are not inconsistent with these Articles or with any By-Laws that may be adopted by the Stockholders.

Without limiting the generality of the foregoing, no Contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any firm of which one

or more of its Directors are members or employees, or in which they are interested, or between this Corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this Corporation, which acts upon, or in reference to, such Contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such Contract or transaction by a vote of a majority of the Directors (such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE X.

ORIGINAL DIRECTORS

The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Dave DeBorde	1935 East Edgewood Drive, Building J Lakeland, Florida 33803

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE XI.

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
William M. Midyette, III	2012 South Florida Avenue Lakeland, Florida 33803

The incorporator hereby assigns to this Corporation any and all of his rights under Section 607.0202, Florida Statutes, to constitute a Corporation.

ARTICLE XII.

AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this Corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

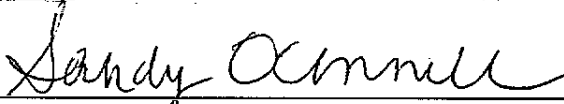
IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal, this 20th day of July, 1998, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Articles of Incorporation
Pages


WILLIAM M. MIDYETTE, III - INCORPORATOR

STATE OF FLORIDA,
COUNTY OF POLK.

The foregoing instrument was acknowledged before me this 20th day of July, 1998 by WILLIAM M. MIDYETTE, III, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC

My Commission Expires:

(Type/Print/Stamp Name)

Serial Number, if any

NOTARIAL STAMP



SANDY O'CONNELL
MY COMMISSION # CC475322 EXPIRES
June 23, 1999
BONDED THRU TROY FAIR INSURANCE, INC

CERTIFICATE

20th IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal, this day of July, 1998 for the purpose of the Articles of Incorporation of Something Else, Inc., under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true. Furthermore, these Articles of Incorporation were adopted on JULY 20, 1998, by unanimous shareholder consent.


DAVE DEBORDE, President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

SOMETHING ELSE FEATURE FILM, INC.

That _____ is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Lakeland, State of Florida, has named the following as its agent to accept service of process within the State of Florida:

**Dave DeBorde
1935 East Edgewood Drive, Building J
Lakeland, FL 33803**

SOMETHING ELSE FEATURE FILM, INC.

By: 
DAVE DEBORDE

Title: Director + President

Date: 7/20/98

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By: 
DAVE DEBORDE
As Registered Agent

Date: 7/20/98

Filing Fee: \$35.00

(deeann\corporat\design.res)

APPROVED
AND
FILED
98 JUL 22 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA