

P98000069340
W. Edward McLeod, P.A.

Post Office Box 917412 Longwood, Florida 32791-7412
Office: 1551 Sandspur Road Maitland, Florida 32751
(407) 629-1935 Pager (800) 840-9667 Fax (407) 629-5757

Ned McLeod
Counselor & Attorney at Law
entlwr@aol.com

August 4, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32314

100002608021--7
-08/05/98--01067--004
****122.50 ****122.50

Re: Incorporation of FRONTRUNNER FILMS, INC.

Corporate Registrar:

Enclosed please find the following documents in connection with the incorporation of
FRONTRUNNER FILMS, INC.:

1. The Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee;
(b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for certificate
designating registered agent.

Your assistance in this matter is appreciated. Should you have any questions or comments
regarding the above, please do not hesitate to contact me.

Sincerely,

W. EDWARD MCLEOD, P.A.

Ned McLeod
Ned McLeod

Enclosures

APPROVED
AND
FILED
98 AUG -5 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 10 1998

**ARTICLES OF INCORPORATION
OF**

FRONTRUNNER FILMS, INC.

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

APPROVED
AND
FILED
98 AUG -5 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name and Principal Office**

The name of the Corporation shall be FRONTRUNNER FILMS, INC. The address of the principal office of the corporation shall be 17 South Osceola Ave., Suite 150, Orlando, Florida 32801.

**ARTICLE II
Corporate Purposes, Power and Rights**

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
Duration of the Corporation**

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV
Authorized Stock & Shareholder Rights**

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock, with a \$0.01 par value per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, set forth in a subsequently executed Shareholders Agreement unanimously adopted, or provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be W. EDWARD McLEOD, P.A., 1551 Sandspur Road, Maitland, Florida 32751. The name of the initial registered agent of the Corporation at the registered office shall be W. EDWARD McLEOD, P.A.

ARTICLE VI
Initial Board of Directors

The initial Board of Directors shall consist of four (4) persons. The names and addresses of those persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

Name	Address
Brenton L. Wilson	6121 Raleigh Street, #731 Orlando, FL 32835
Steven R. Prevesk	2145 S. Kirkman Rd., #187 Orlando, FL 32811
Thomas Eberts	11946 Desmar Court Orlando, FL 32821
Brad Moore	2005 Golden Oat Court Kissimmee, FL 34743

ARTICLE VII
Incorporator

The name and address of the incorporator of the Corporation is:

Name	Address
Thomas Eberts	11946 Desmar Court Orlando, FL 32821

ARTICLE VIII
Indemnity

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.


ARTICLE IX
Preemptive Rights

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE X
Control-Share Acquisitions

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

Executed this 4th day of August, 1998.


Thomas Eberts, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 4th day of August, 1998, by THOMAS EBERTS who produced a Florida Drivers License as identification.



W EDWARD MCLEOD
My Commission CC355075
Expires Sep. 25, 1993
Bonded by HAI
800-422-1555

W. Edward McLeod
W. Edward McLeod
Expires 9/25/98

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

Having been named as registered agent for FRONTRUNNER FILMS, INC., at 17 South Osceola Ave., Suite 150, Orlando, Florida 32801, I hereby accept the appointment of registered agent for such corporation on behalf of the named firm, W. EDWARD McLEOD, P.A. I am familiar with, and accept, the obligations provided for in Florida Statutes Section 607.0505.

W. EDWARD McLEOD, P.A.

By: W. Edward McLeod
W. Edward McLeod, President

Date: 8/4/98

APPROVED
AND
FILED
98 AUG -5 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA