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TRANSMITTAL LETTER

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98 SEP 25 AM 9:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Northstar Pictures Corporation

600002649036--1

-09/25/98-01058-010  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$122.50. Please return one copy of the Articles stamped with the filing date.

FROM:

Alexander von Pelet

7217 E. Colonial Dr.

Orlando, FL 32807

(407) 658-0494

P. Hall

SEP 25 1998

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## ARTICLES OF INCORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned acting as Incorporator of this corporation pursuant to chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

### ARTICLE I- NAME OF CORPORATION

The name of this corporation shall be: **Northstar Pictures Corporation**

### ARTICLE II- TERM OF EXISTENCE

This corporation shall exist perpetually

### ARTICLE III- GENERAL PURPOSE

The general purpose for which this corporation is organized shall be:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
2. To operate a film, video and multimedia content production and distribution company.
3. It is intended that this corporation is organized for any purpose and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided however, and notwithstanding the generality of the foregoing, this corporation not to conduct a banking, safety deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

## ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

## ARTICLE V - INITIAL REGISTERED OFFICE & REGISTERED AGENT

The initial street address of the registered offices of the corporation and corporate office in the State will be 7217 E. Colonial Drive, Suite 216, Orlando, Florida 32807. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is Alexander von Pelet. Directors may from time to time designate a new registered agent.

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial number of directors of this corporation shall be one (1). The number of Directors, may be increased or diminished from time to time by Bylaws adopted by the shareholders, in the initial organizational meeting, but shall never be less than one (1).

The name of the initial members of the Board of Directors who shall hold office for the first year of existence of this corporation or until his successor are elected or appointed and have qualified are:

Alexander von Pelet  
12815 Maribou Circle  
Orlando, Florida 32828

David W. Brame  
13805 Sunshowers Circle  
Orlando, FL 32828

## ARTICLE VI - INCORPORATORS

The name and address of the Incorporators of this corporation are

Alexander von Pelet, 12815 Maribou Circle, Orlando, FL 32828 and  
David W. Brame, 13805 Sunshowers Circle, Orlando, FL 32828

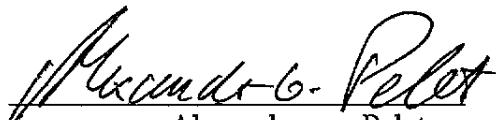
## ARTICLE VII- AMENDMENT TO ARTICLES

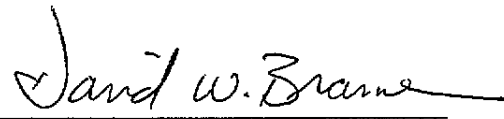
This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any registered agent, officer, director, or incorporator, or any former registered agent, officer or director, to the full extent permitted by law.

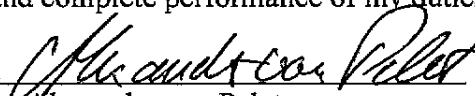
IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at Orlando, Florida  
dated this 22<sup>nd</sup> day of September, 1998

  
Alexander von Pelet

  
David W. Brame

Having been named as registered agent for the above 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.

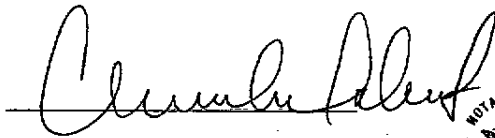
Dated this 22<sup>nd</sup> day of September, 1998

  
Alexander von Pelet

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared  
Alexander von Pelet and David W. Brame  
known to me as the individuals described in and who executed the foregoing Articles  
of Incorporation and they subscribed the same instrument for the uses and purposes  
set forth herein.

WITNESS my hand and official seal in the County and State last aforesaid this  
22<sup>nd</sup> day of September, 1998.



Notary Public State of Florida



Christine A Molodowitz  
My Commission CC582781  
Expires Sep. 05, 2000

Driver's License shown as identification

MY Commission Expires

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Florida law, the undersigned Corporation organized under the law of the State of Florida submits the following statement in designating its registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**Northstar Pictures Corporation**

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

Alexander von Pelet  
Full name

7217 E. Colonial Drive, Suite 216  
Address

Orlando, Florida 32807  
City, State, and Zip

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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.

Alexander von Pelet  
SIGNATURE OF REGISTERED AGENT

9-22-98  
DATE

Designation of Registered Agent - Filing Fee \$35.00