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FILED OF STATE  
SECRETARY OF CORPORATIONS  
99 JAN 25 PM 1:11

Via Federal Express

November 17, 1998

Secretary of State  
Divisions of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

800002691498--8  
-11/19/98--01055--010  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: ANIMATION DOLPHIN, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Animation Dolphin, Inc. Please be kind enough to return to the undersigned a certified copy of the Articles of Incorporation using the enclosed Federal Express air bill.

I also enclose a check payable to the Secretary of State in the amount of \$122.50 representing the filing fee on the above referenced Corporation.

If you have any questions or comments, please do not hesitate to contact me.

Sincerely,

*mfmr*

ALAN J. MARCUS

AM/kf  
Encls.

C:\OFFICE\WPWIN\WPDOCS\corporate\SecofState\Article.fed.wpd

EFFECTIVE DATE  
1-18-99

~~28557~~

1-25  
ws



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 22, 1998

ALAN J. MARCUS, ESQ.  
20803 BISCAYNE BLVD., SUITE 301  
AVENTURA, FL 33180

SUBJECT: ANIMATION II, INC.  
Ref. Number: W98000028557

We have received your document for ANIMATION II, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson  
Document Specialist

Letter Number: 398A00059984

**ARTICLES OF INCORPORATION**  
**OF**  
**ANIMATION DOLPHIN, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be ANIMATION DOLPHIN, INC.

**ARTICLE II - CORPORATE ADDRESS**

The principal office of the corporation and mailing address is 20007 NE 22<sup>nd</sup> Court,  
North Miami Beach, Florida 33180.

**ARTICLE III - BEGINNING OF CORPORATE EXISTENCE**

The existence of this corporation shall commence on the 18th day of January, 1999;  
provided that if such day be authorized under law, then on the earliest day allowable  
pursuant to Florida law for commencement of corporate existence.

The existence of this corporation shall be perpetual.

**ARTICLE IV - PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful  
business.

**ARTICLE V - CAPITAL STOCK**

EFFECTIVE DATE  
1-18-99

The capital stock authorized, the par value thereof, and the class of such stock shall

be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Common

#### ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for each cash or any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation and the name of the initial registered agent of this Corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF REGISTERED AGENT</u>
ALAN J. MARCUS, ESQ.	20803 Biscayne Boulevard Suite 301 Aventura, Florida 33180

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one. The initial director of this Corporation shall be the incorporator named below.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

NAME

ALAN J. MARCUS, ESQ.


ADDRESS

20803 Biscayne Boulevard  
Suite 301  
Aventura, Florida 33180

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of January, 1999.



ALAN J. MARCUS  
Incorporator

STATE OF FLORIDA     )  
                                  )SS.  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, this day, personally appeared ALAN J. MARCUS to me (x) personally known, or ( ) who presented as I.D.: \_\_\_\_\_ who did take an oath, and known to me to be the same person described in and who executed the foregoing Articles of Incorporation, and he acknowledged the foregoing to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year above written.

SEAL:



ANA J. PEROZO  
COMMISSION # CC 708656  
EXPIRES JAN '19, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.



NOTARY PUBLIC STATE OF FLORIDA

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

**ANIMATION DOLPHIN, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in  
submitted, in compliance with said Act:

First - that **ANIMATION DOLPHIN, INC.**,  
desiring to organize under the law of the State of Florida, with its principal office as  
indicated in the Articles of Incorporation at c/o Edward Marcus 20007 NE 22<sup>nd</sup> Court, North  
Miami Beach, Florida 33180, appoints the undersigned as its agent to accept service of  
Process within this State.

Having been named to accept Service of Process for the above stated Corporation  
at the place designated in this Certificate, I am hereby familiar with and accept the duties  
and responsibilities as Registered Agent for said corporation and to act in this capacity  
and agree to comply with the provision of said Act relative to keeping open said office.

  
ALAN J. MARCUS, ESQ.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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