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LAW OFFICES
ANDREWS PHILLIPS & GALATIS

1501 Northeast Fourth Avenue
Fort Lauderdale, Florida 33304

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 AM 8:52

John S. Andrews, P.A.
John F. Phillips, P.A.
Ted P. Galatis, Jr., P.A.

TELEPHONE
(954) 522-6700
FAX (954) 765-1325

April 6, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Realm Animation, Inc.
Our File No: REA 1224.01

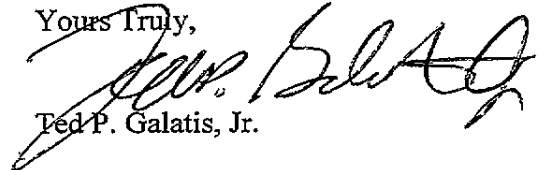
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-04/09/99--01066--006
*****122.50 *****78.75

Dear Sirs:

Please file the enclosed Articles of Incorporation of *Realm Animation, Inc.* and return a "stamped in" copy in the envelope provided. Our check in the amount of \$122.50 is enclosed for your fee.

Thank you for your assistance and should you have any questions please do not hesitate to call.

Yours Truly,



Ted P. Galatis, Jr.

TPGJR/jlb
Enclosures

D. BROWN APR 14 1999

ARTICLES OF INCORPORATION
OF

REALM ANIMATION, INC.

FILED
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DIVISION OF CORPORATIONS
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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a not for profit business corporation.

ARTICLE I. NAME

The name of the corporation shall be:

REALM ANIMATION, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other states, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The principal office and principal place of business is 4950 West Prospect Road, Fort Lauderdale, FL 33309. The name and principal address of the initial registered agent of the corporation is Steven Adelstein, 4950 West Prospect Road, Fort Lauderdale, FL 33309.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VII. INCORPORATOR

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

Steven Adelstein
4950 West Prospect Road
Fort Lauderdale, FL 33309

IN WITNESS WHEREOF, the undersigned incorporator has hereunto --
set his hand and seal on this 31 day of MARCH, 1999.

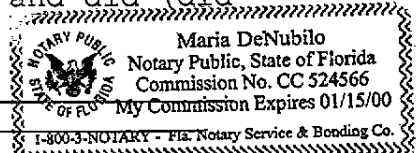
Steven Adelstein
STEVEN ADELSTEIN

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Incorporation for REALM ANIMATION, INC. was acknowledged before me on this 31 day of MARCH, 1999, by STEVEN ADELSTEIN, who is personally known to me or who has produced FDL A342-780-47-185 as identification and did (did not) take an oath.

Maria DeNubilo
MARIA DENUBILO



Notary Public, State of Florida
Commission No. CC 524566

(Seal)

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 AM 8:52

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

REALM ANIMATION, INC., desiring to organize or qualify under
the laws of the State of Florida, with its principal place of
business located in the City of Fort Lauderdale, State of Florida,
has named STEVEN ADELSTEIN, whose address is 4950 West Prospect
Road, Fort Lauderdale, FL 33309, as its agent to accept service of
process within Florida.

REALM ANIMATION, INC.

By: 
STEVEN ADELSTEIN, Incorporator

Date: March 31, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED PROFESSIONAL ASSOCIATION, 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.


STEVEN ADELSTEIN
Registered/Resident Agent