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DAVID J. DuPREE
ATTORNEY AT LAW
3665 Bonita Beach Road #4
Bonita Springs, Florida 34134
(941) 337-7800

April 14, 1999

Secretary of State Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: Articles of Incorporation for
ORIGIN DIGITAL STUDIOS, INC.

Dear Ladies and Gentlemen:

EFFECTIVE DATE
4-14-99

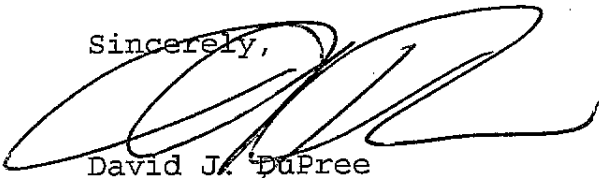
Please find enclosed the following:

1. Proposed Articles of Incorporation of ORIGIN DIGITAL STUDIOS, INC.;
2. A check drawn on this firm's account in the amount of \$70.00 to pay the filing fee for incorporation of the above referenced corporation.

Please also find enclosed a copy of the proposed Articles of Incorporation which this office would request that you appropriately stamp the date of filing and return your usual and customary verification of filing.

Should you have any questions or comments please feel free to contact my office at the above address and telephone number. Thank you for your assistance in this matter.

Sincerely,



David J. DuPree

DJD/dc
Enc.: As stated.

FILED
99 APR 19 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER APR 20 1999

EXECUTIVE DATE

4-14-99

FILED

99 APR 19 PM 2:40

**ARTICLES OF INCORPORATION
OF**

ORIGIN DIGITAL STUDIOS, INC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
(NAME)**

The name of the corporation is ORIGIN DIGITAL STUDIOS, INC.

**ARTICLE II
(PRINCIPAL OFFICE)**

The principal office of the corporation is: 6719 Winkler Road, Suite 220, Fort Myers, Florida 33919.

The mailing address of the corporation is: 6719 Winkler Road, Suite 220, Fort Myers, Florida 33919.

**ARTICLE III
(DURATION)**

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgement of these Articles.

**ARTICLE IV
(PURPOSE)**

The general purposes for which this corporation is organized are to conduct business providing creative multimedia services and materials to the general public and to engage in such other activities as are incidental to or connected with the operation of such business and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE V
(CAPITAL STOCK)**

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

**ARTICLE VI
(INITIAL REGISTERED OFFICE AND REGISTERED AGENT)**

The street address of the initial registered office of this corporation is 6719 Winkler Road, Suite 220, Fort Myers, Florida 33919, and the name of the initial registered agent of this corporation at that address is Michael E. Brown.

**ARTICLE VII.
(INITIAL DIRECTORS)**

The corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders. The name and address of the initial director of this corporation is: Michal E. Brown, 17426 Birchwood Lane, #2, Fort Myers, Florida 33908.

**ARTICLE VIII
(INCORPORATORS)**

The name and address of the person signing these Articles is: Michael E. Brown
17426 Birchwood Lane, #2
Fort Myers, Florida 33908

**ARTICLE IX
(BY-LAWS)**

The By-laws of the corporation may be adopted, altered, amended or repealed and new By-laws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-law adopted by the Shareholders specifically providing that the By-law is not subject to amendment or repeal by the Directors.

**ARTICLE X
(AMENDMENT)**

This corporation reserves the right, subject to the approval of persons voting not less than a two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 14 day of April, 1999.

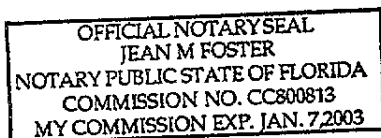



MICHAEL E. BROWN, Incorporator

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared, MICHAEL E. BROWN who is personally known to me or who has produced a Florida driver's license # _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 14 day of April, 1999.




NOTARY PUBLIC
Print Name: Jean M. Foster

My Commission Expires: -

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of ORIGIN DIGITAL STUDIOS, INC., is familiar with Section 607.325, Florida Statutes and accepts the obligations thereunder.

EXECUTED this 14 day of April, 1999.


MICHAEL E. BROWN

FILED
99 APR 19 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA