

May 19, 1999

P99000051325

FILED STATE  
SECRETARY OF CORPORATIONS  
99 JUN -2 AM 7:16

Corporate Record Bureau  
P.O. Box 6327  
Tallahassee, Florida 32314

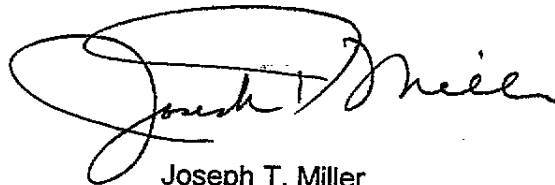
Dear Sir:

Please find enclosed original copy of Articles of Incorporation for Intermedia Film Partners Corporation. Also enclosed is check in the amount of One hundred twenty-two dollars and 50/100 (\$122.50) for incorporation fees.

Thank you for your cooperation in this matter.

600002892306--2  
-06/02/99--01033--007  
\*\*\*122.50 \*\*\*\*\*78.75

Sincerely,

  
Joseph T. Miller

D. BROWN JUN - 8 1999

ARTICLES OF INCORPORATION  
OF  
INTERMEDIA FILM PARTNERS CORPORATION

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

ARTICLE ONE

NAME and ADDRESS OF PRINCIPAL OFFICE

The name of the Corporation is:

INTERMEDIA FILM PARTNERS CORPORATION

The address of Principal Office is:

4713 BOISE STREET

TAMPA FL 33619

ARTICLE TWO

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose of the Corporation is to engage in any lawful activity permitted by the laws of this state.

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99 JUN 17 10:15 AM  
DIVISION OF CORPORATIONS

ARTICLE FOUR  
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 750 (seven hundred fifty), all of which shall be common shares with par value of \$10.00 (Ten and 00/100 dollars) per share.

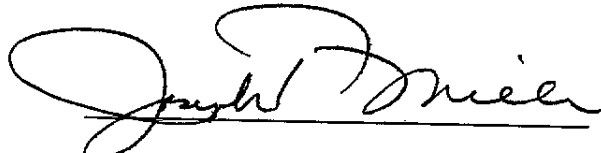
ARTICLE FIVE  
RESTRICTION ON TRANSFER OF STOCK

The Corporation reserves the right to have first option of purchase on all stock held by any stockholder.

ARTICLE SIX  
REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 4713 Boise Street, Tampa, Florida 33619 and the name of the initial registered agent at such address is Joseph T. Miller.....

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

  
(Joseph T. Miller)

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ARTICLE SEVEN

DIRECTORS

The Board of Directors of the corporation shall consist of three members. The names and addresses of the first Board of are:

Joseph T. Miller  
4713 Boise Street  
Tampa FL 33619

And Garland Hewlett  
105 Bracken Lane  
Brandon FL 33511

And Warren Madden  
6130 104th Avenue North  
Pinellas Park FL 33782

ARTICLE EIGHT

INCORPORATOR

The name and address of the Incorporators are:

Joseph T. Miller  
4713 Boise Street  
Tampa FL 33619

And Garland Hewlett  
105 Bracken Lane

Brandon FL 33511  
And Warren Madden  
6130 104th Avenue North  
Pinellas Park FL 33782

ARTICLE NINE

OFFICERS

The initial officer of this Corporation who shall serve until the first meeting of The Board of Directors shall be:

President.....Joseph T. Miller

Vice President.....Garland Hewlett

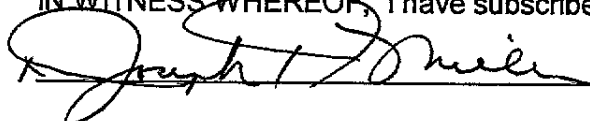
Secretary/Treasurer.....Warren Madden

ARTICLE TEN

COMMENCEMENT OF EXISTENCE

This Corporation shall be deemed to commence its existence upon the filing of these Articles.

IN WITNESS WHEREOF, I have subscribed my name this 19th day of May, 1999.



Joseph T. Miller  
(Incorporator and Registered Agent)

STATE OF FLORIDA )

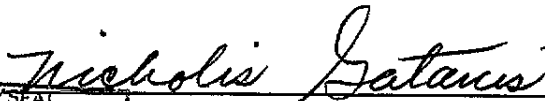
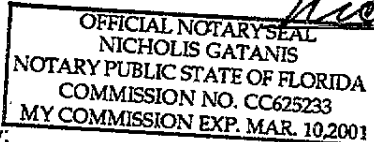
COUNTY OF HILLSBOROUGH )

On this 19th day of May, 1999, before me personally appeared the person whose name is subscribed to the within instrument, and acknowledged that he executed same for the purpose contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

(Seal)

My Commission Expires:



(Nicholis Gatani, Notary Public)

This instrument prepared by:

e t c., Inc. 6419 Eugene Ave., Tampa, FL 33619 -- Ph.: (813) 621-6723 • FAX (813) 621-1806