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June 21, 1999

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\*\*\*140.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Sir or Madam:

Enclosed please find a fully executed Articles of Incorporation for Underdog Entertainment, Inc. and for Underdog Productions, Inc. Also enclosed is my client's check in the amount of \$140.00, representing the filing fee for filing the Articles of Incorporation for each of these corporations.

Please return a copy of each of the Articles of Incorporation to me once they have been filed. Please note that the effective date for each of these corporations should be June 15, 1999, the date each of these Articles was signed.

Please feel free to call me if you have any questions concerning any of the above.

Very truly yours,

*Charles D. Miner*

Charles D. Miner

CDM/jma  
Enclosures

cc: Mr. Barry Gladys (with enclosures)

FILED  
99 JUN 30 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Charles D. Miner* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Art. II*  
DATE *7/1/99*  
DOC. EXAM *Dennis Brower*

D. BROWN JUL - 2 1999

**ARTICLES OF INCORPORATION  
OF  
UNDERDOG ENTERTAINMENT, INC.**

FILED  
99 JUN 30 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is **UNDERDOG ENTERTAINMENT, INC.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock, par value One Dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,  
AND CORPORATE ADDRESS**

The street address of the initial registered agent of this corporation shall be:

4501 Vineland Road, Suite 106-107  
Orlando, Florida 32811

The name of the initial registered agent of this corporation at that address shall be:

**BARRY J. GLADYS**

The street address of the corporate offices shall be:

4501 Vineland Road, Suite 106-107  
Orlando, Florida 32811

The mailing address of the corporate offices shall be:

P. O. Box 617101  
Orlando, Florida 32861

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officer of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
BARRY J. GLADYS	P. O. Box 617101 Orlando, Fl 32861	President/Secretary Treasurer/Director

#### ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
BARRY J. GLADYS	P. O. Box 617101 Orlando, Florida 32861

#### ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE IX - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares)

of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of June, 1999.

Barry J. Gladys  
BARRY J. GLADYS

STATE OF FLORIDA )

COUNTY OF ORANGE )

BEFORE ME the undersigned authority, personally appeared BARRY J. GLADYS, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me or was identified by me as follows:                     . He ~~(did)~~ (did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 15<sup>th</sup> day of June, 1999.

Charles D. Miner  
Notary Public  
My Commission Expires:



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **UNDERDOG ENTERTAINMENT, INC.**
2. The name and address of the registered agent and office is:

**BARRY J. GLADYS**  
4501 Vineland Road, Suite 106-107  
Orlando, Florida 32811

Date: 6/15/99

*Barry J. Gladys*  
BARRY J. GLADYS, President

**ACCEPTANCE**

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.

Date: 6/15/99

*Barry J. Gladys*  
BARRY J. GLADYS