



THE UNITED STATES  
CORPORATION  
COMPANY

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99 JUL -9 AM 9:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 300664 7185387

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pignato

ORDER DATE : July 8, 1999

ORDER TIME : 3:15 PM

ORDER NO. : 300664-005

600002926896--2

CUSTOMER NO: 7185387

CUSTOMER: Mr. Ed Millington-7185387  
C/O VICTORY ENTERTAINMENT  
C/O VICTORY ENTERTAINMENT  
Building 22a  
1000 Universal Studios Plaza  
Orlando, FL 32819

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: VICTORY ANIMATION STUDIOS INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

PH 7/9/99

ARTICLES OF INCORPORATION  
OF  
VICTORY ANIMATION STUDIOS INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VICTORY ANIMATION STUDIOS INC.

The address of the principal office of this corporation shall be 1000 Universal Studios Plaza, Building 22A, Orlando, Florida 32819 and the mailing address of the corporation shall be the same.

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 state, 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 50,000,000 shares of common stock having \$.001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Michael Gerber	1000 Universal Studios Plaza, Building 22A,
Dir.	Orlando, Florida 32819

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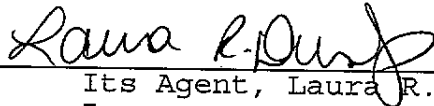
ARTICLE VII. INCORPORATOR

99 JUL -9 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

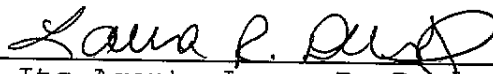
The undersigned incorporator has executed these Articles of Incorporation on July 8, 1999.



Its Agent, Laura R. Dunlap  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
Its Agent, Laura R. Dunlap  
Authorized Service Representative  
Corporation Service Company