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FLORIDA PROFIT CORPORATION OR P.A.

GRAVEL HILL FILMS, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 12, 1999

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SUBJECT: GRAVEL HILL FILMS, INC.  
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ARTICLES OF INCORPORATION  
OF  
GRAVEL HILL FILMS, INC.

ARTICLE I—NAME

The name of this corporation is GRAVEL HILL FILMS, INC.

ARTICLE II—DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III—PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as a film production business and any other business as allowed by law.

ARTICLE IV—CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V—PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI—INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 114 N. Doheny Drive, #105, Los Angeles, California, 90048 and the name of the initial registered agent of this corporation BRAD L. BARTKOW, whose address is 3331 N.W. 23<sup>rd</sup> Court, Boca Raton, Florida 33431.

ARTICLE VII—INITIAL BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name(s) and address(es) of the initial Board of Directors of the corporation is:

BRAD L. BARTKOW  
3331 N.W. 23<sup>rd</sup> Court  
Boca Raton, FL 33431

and

BRUCE D. BARTKOW  
114 N. Doheny Drive, #105  
Los Angeles, CA 90048

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## ARTICLE VIII—INCORPORATORS

The name and address of the Incorporator signing these articles is BRAD L. BARTKOW, whose address is 3331 N.W. 23<sup>rd</sup> Court, Boca Raton, Florida 33431.

## ARTICLE IX—INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

## ARTICLE X—AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, 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 the 6<sup>th</sup> day of August, 1999.

By Brad L. Bartkow  
Incorporator

STATE OF FLORIDA  
COUNTY OF Palm Beach

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BRAD L. BARTKOW known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 6<sup>th</sup> day of August, 1999.

Laura Joan Becker  
NOTARY PUBLIC, State of Florida  
at Large

My commission expires:



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CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607 et seq., Florida Statutes, the following is submitted:

FIRST that GRAVEL HILL FILMS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 114 N. Doheny Drive, #105, Los Angeles, California 90048, has named BRAD L. BARTKOW, located at 3331 N.W. 23<sup>rd</sup> Court, Boca Raton, Florida 33431, as its agent to accept service of process within Florida.

Dated: 8-6-99

  
BRAD L. BARTKOW, Incorporator

Having been named to accept service of process for the above named corporation, 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 performance of my duties.

BRAD L. BARTKOW

By 

BRAD L. BARTKOW  
Registered Agent

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