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October 19, 1999

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

RE: DREAMCAST PRODUCTIONS, INC.

Gentlemen:

Enclosed is a check in the amount of \$78.75, which includes \$35.00 for the filing fee, \$35.00 for the registered agent fee and \$8.75 for certificate of status. Please return the enclosed copy with certificate attached.

Thank you.

Very truly yours,



Bill E. Parker

BEP/db  
Enclosures

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1999 OCT 21 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. Howell OCT 25 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**DREAMCAST PRODUCTIONS, INC.**

The undersigned hereby associate themselves together for the purpose of becoming a body corporate under the laws of the State of Florida, and do hereby certify, make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, its Articles of Incorporation, to-wit:

**ARTICLE I. NAME AND PRINCIPAL OFFICE**

The name of this corporation is DREAMCAST PRODUCTIONS, INC. Its principal office shall be located at 5247 Gulf Breeze Parkway , Gulf Breeze, Florida 32561

**ARTICLE II. DURATION OF EXISTENCE**

This corporation shall exist perpetually unless terminated by lawful dissolution.

**ARTICLE III. PURPOSE**

This corporation is organized for the purpose of buying and selling of video and television productions and any other business or activity permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue a maximum of Two Thousand Five Hundred (2500) shares of stock. The shares of stock authorized shall have a par value of One (1) Dollar

per share, which shall be designated "Common Shares". The consideration to be paid for each share of stock shall be fixed by the shareholders.

#### **ARTICLE V. MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Shareholders of this corporation.

#### **ARTICLE VI. ACTION BY WRITTEN CONSENT**

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting of such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

#### **ARTICLE VII. PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase a 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 VIII. RESTRICTION OF TRANSFER OF STOCK**

Shares of capital stock of this corporation shall contain a provision restricting the transfer of said shares which provides that shares held by the shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders and to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

### **ARTICLE IX. INCORPORATORS**

The name and address of the person(s) signing these Articles of Incorporation are:

Ron Busbee      475 Andrew Drive , Valparaiso, Florida 32580.  
Marian Hinton   228 South 22<sup>nd</sup> Street, DeFuniak Springs, Florida 32433.  
Greg Pendleton   620 Outer Drive, Milton, Florida 32750.

### **ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 228 South 22<sup>nd</sup> Street, DeFuniak Springs, Florida, 32433.

The name of the initial registered agent of this corporation at that address is: Marian Hinton

### **ARTICLE XI. BY-LAWS**

The power to adopt, alter, or amend, or repeal by-laws shall be vested in the Shareholders.

### **ARTICLE XII. AMENDMENTS**

The Shareholders shall have the power to alter, amend or repeal provision of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 5<sup>th</sup> Day of October, 1999.

WITNESSES:

W. J. Elders

[Signature]

[Signature]  
INCORPORATOR

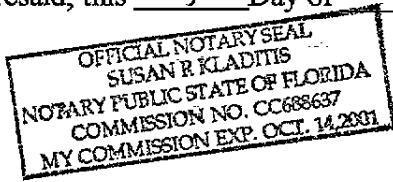
[Signature]  
INCORPORATOR

Marian B. Hinton  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF Santa Rosa

BEFORE ME, personally appeared Ron Busbee, and Greg Pendleton known to me to be the person who executed the foregoing Articles of Incorporation, and each acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5 Day of Oct, 1999.



[Signature]  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF Okaloosa

BEFORE ME, personally appeared Marian Hinton known to me to be the person who executed the foregoing Articles of Incorporation, and each acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24<sup>th</sup> Day of September, 1999.

[Signature]  
Notary Public  
My Commission Expires:



Sharon T. Hudgens  
MY COMMISSION # CC677532 EXPIRES  
September 4, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF REGISTERED AGENT  
OF  
DREAMCAST PRODUCTIONS, INC.**

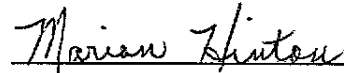
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with its office as indicated in the Articles of Incorporation at 5247 Gulf Breeze Parkway, Gulf Breeze, Florida 32561 has named

MARIAN HINTON

located at 228 South 22<sup>nd</sup> Street, DeFuniak Springs, Florida 32433, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Marian Hinton  
228 South 22<sup>nd</sup> Street  
DeFuniak Springs, Florida 32433