

OCT 13 1999 2:26PM

NO. 6483 P. 2/6

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FILED
99 OCT 15 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA OVERNIGHT DELIVERY

October 13, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200003016252--1
-10/15/99-01062-020
****122.50 *****78.75

Re: **Incorporation of** MILLENIUM GROUP PRODUCTIONS, INC.

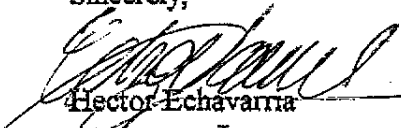
To whom it may concern:

Please find enclosed the following documents in connection with the incorporation of the above referenced company:

1. The Articles of Incorporation.
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for designation of registered agent;
3. Two copies of the executed Articles of Incorporation, one of which is to be certified and returned;
4. Completed designation of registered agent form to be placed on file with the Department of State.

Thank you for your assistance in this matter. Should you have any questions or comments regarding this matter, please call me.

Sincerely,


Hector Echavarría
Attorney at Law

DSC/jc
c/D/David/Hector.003
Enclosure

Hector Echavarría Phone 407 537-1735
Buena Vida
1000 Universal Studios Plaza 22-A
Orlando FL 32819
Dep. Floor/State/Room

24229
10-25-99
WC

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ARTICLES OF INCORPORATION

of

MILLENIUM GROUP PRODUCTIONS, INC.

The undersigned incorporator, being a natural person competent to contract, subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I. NAME

The name of this corporation is MILLENIUM GROUP PRODUCTIONS, INC. and its principal place of business is 8235 Wellsmere Circle, Orlando, Fl. 32835.

II. PURPOSE

The purpose for which the corporation is organized to produce, direct, or consult in the making of movies, collect revenues and royalties from movies and any other lawful purpose.

III. DURATION

The term of existence of the corporation is perpetual.

IV. CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding is 10,000, all of which shall be common shares with par value of \$.01.

V. REGISTERED OFFICE

The street address of the initial registered office of the corporation in this State is 2345 Sand Lake Road, Suite 120, Orlando, Florida 32809. The initial registered agent at the registered office is David S. Cohen, Esquire.

VI. INCORPORATOR

The name and post office address of the incorporator is:

Hector Echavarria
8233 Wellsmere Circle
Orlando, Florida 32835

VII. DIRECTORS

The Board of Directors shall initially consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. The name and address of the initial Board of Directors are:

Hector Echavarria
8233 Wellsmere Circle
Orlando, Florida 32835

VII. Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE IX. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. By-Laws

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

ARTICLES XI. Preemptive Rights

Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series as that which he already holds, 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.

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IN WITNESS WHEREOF, I have hereunto subscribed my name this
14th day of October, 1999.



Hector Echavarría, Incorporator

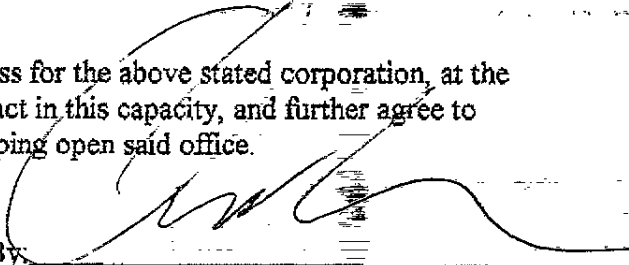
CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICES OF PROCESS WITHIN THIS STATE

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

MILLENIUM GROUP PRODUCTIONS, INC.,
desiring to organize as a corporation under the laws of
the State of Florida with its registered office at 2345 Sand Lake Road, Suite 120, Orlando, Florida
32809, has named David S. Cohen, Esquire, located at the above registered office as its Registered
Agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and further agree to
comply with the provisions of said Act relative to keeping open said office.

By: 
Registered Agent

Date: 10-13-99

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