

MORAN SHAMS, P.A.
ATTORNEYS AT LAW

November 22, 1999

VIA FEDERAL EXPRESS

Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
11-22-99

Re: Watershed Films, Inc.
Florida - 1999

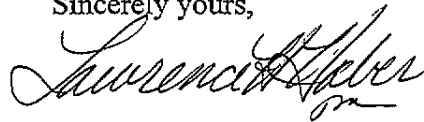
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-11/23/99-01033-012
*****78.75 *****78.75

Dear Sir/Madam:

Please find enclosed in duplicate the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75 to cover the costs of incorporation.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything which is not in order, please call us collect.

Sincerely yours,



Lawrence H. Haber

LHH/jmc
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PO BOX 472 ORLANDO, FL 32802-0472
111 N. ORANGE AVE. SUITE 1200 ORLANDO, FL 32801
PH. 407-841-4141 FX. 407-841-4148

A. Howell NOV 30 1999

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LAWRENCE H. HABER
JAMES F. KIDD
CLINTON C. LYONS, JR.
ROBERT S. MACDONALD
BRIAN J. MORAN
THOMAS P. MORAN
YUVORA NONG
JENNIFER EDEN RILEY
MAURICE SHAMS
SIDNEY H. SHAMS
CHRISTOPHER C. SKAMBIS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
WATERSHED FILMS, INC.

EFFECTIVE DATE
11-22-99

ARTICLE I. - NAME

The name of this corporation is WATERSHED FILMS, INC.

ARTICLE II. - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III. - PURPOSE

This corporation is organized for the following purposes:

1. To operate a business engaged in film and television productions;
2. To transact any and all lawful business.

ARTICLE IV. - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V. - CAPITAL STOCK

- A. This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares."
- B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street address of the principal office of this corporation is 7550 Hinson Street, Suite 15A, Orlando, Florida 32819 and the name of the initial registered agent of this corporation and the address of the initial registered office of the corporation are: Lawrence H. Haber, Esquire, c/o Moran & Shams, P.A., 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801.

ARTICLE VII. - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The names and addresses of the initial directors of this corporation are:

Wally Parks
7550 Hinson Street
Orlando, FL 32819

Neil P. DeGroot
110 14th Avenue, N.E.
St. Petersburg, FL 33701

James Brooke
7550 Hinson Street
Orlando, FL 32819

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Lawrence H. Haber, Esquire
Moran & Shams, P.A.
111 N. Orange Avenue, Suite 1200
Orlando, Florida 32801

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE X. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

ARTICLE XI. - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XII. - 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 22 day of November, 1999.

Lawrence H. Haber (SEAL)
Lawrence H. Haber, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Lawrence H. Haber, Esquire, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 22nd day of November, 1999.

June M. Comas
Notary Public, State of Florida
My Commission Expires:

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June M. Comas
MY COMMISSION # CG617580 EXPIRES
May 30, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

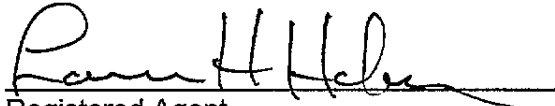
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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, 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.


Registered Agent

F:\DATA\WPDATA\LHH\Watershed Films\RESIDENT.FRM