

*State of New York* }  
*Department of State* } *ss:*

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**DEC 31 1998**



*Special Deputy Secretary of State*

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

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ENTITY NAME: WINTERLIGHT FILMS, INC.

DOCUMENT TYPE: INCORPORATION (DOM. BUSINESS)

COUNTY: KING

SERVICE COMPANY: COLBY ATTORNEYS SERVICE COMPANY

SERVICE CODE: 08 \*

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FILED:12/30/1998 DURATION:PERPETUAL CASH#:981230000280 FILM #:981230000270

ADDRESS FOR PROCESS

EXIST DATE

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JOHN F. LOWE  
245 KANE STREET, APT. #1  
BROOKLYN, NY 11231

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12/30/1998

REGISTERED AGENT

STOCK: 200 NPV



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FILER	FEES	170.00	PAYMENTS	170.00
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RUTH A. DENNEHEY	FILING :	125.00	CASH :	0.00
COLBY ATTORNEYS SERVICE CO.	TAX :	10.00	CHECK :	0.00
41 STATE STREET, SUITE 106	CERT :	0.00	BILLED:	170.00
ALBANY, NY 12207	COPIES :	10.00		
	HANDLING:	25.00		
			REFUND:	0.00

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CERTIFICATE OF  
INCORPORATION  
OF  
WINTERLIGHT FILMS, INC.

ICC  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 30 1998

TAX \$ 10.00

BY: DAM

Kuigs

ICC  
Dated 10

BILLED

Filed by:

Ruth A. Dennehey  
Colby Attorneys Service Co.  
41 State Street, Suite 106  
Albany, NY 12207

D.C.-08

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# DC-08

F981230000270

CERTIFICATE OF INCORPORATION OF  
WINTERLIGHT FILMS, INC.

under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

**FIRST:** The name of the proposed corporation is Winterlight Films, Inc.

**SECOND:** The purpose or purposes for which this corporation is formed, are as follows, to wit:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

**THIRD:** The office of the corporation is to be located in the County of Kings, State of New York.

**FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is two hundred (200). All such shares are to be without par value and are to be of one class.

**FIFTH:** The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

John F. Lowe  
245 Kane Street  
Apt. #1  
Brooklyn, NY 11231

**SIXTH:** A director of the corporation shall not be liable to the corporation or its shareholders for damages for any breach of duty in such capacity except for:

- (a) liability if a judgement or other final adjudication adverse to a director establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that the director personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that the director's

acts violated BCL section 719, or

- (b) liability for any act or omission prior to the adoption of this provision.

The undersigned incorporator, or each of them if there are more than one, is of the age of eighteen years or over.

IN WITNESS WHEREOF, this certificate has been subscribed on the twenty ninth day of December, 1998 by the undersigned who affirm(s) that the statements made herein are true under penalties of perjury.

s/ John F. Lowe  
Incorporator

s/ Anna L. Celada  
Incorporator

Type name of incorporator:

John F. Lowe  
245 Kane Street  
Apt. #1  
Brooklyn, NY 11231

Anna L. Celada  
245 Kane Street  
Apt. #1  
Brooklyn, NY 11231