

2503

CERTIFICATE OF LIMITED PARTNERSHIP

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

We, the undersigned, desiring to form a Limited Partnership pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the Partnership is BIGFISH Film Productions, Ltd.

2. The business of the Partnership is to film produce and market a feature-length film for distribution to theaters, home video markets, syndicated television and/or cable television and the marketing of all ancillary rights throughout the United States and Europe, and to do any and all things in furtherance of the foregoing as may be permitted by law from time to time. In the pursuit of its business, the Partnership shall have and exercise all the powers now or hereafter conferred by the laws of the State of Alabama on limited partnership formed thereunder as fully as natural persons might do, and shall be entitled to engage in all activities consistent therewith.

3. The street address of the registered office of the Partnership is 632 Springs Avenue, Birmingham, Alabama 35242.

4. The name of the Partnership's agent for service of process is Ray Deloteus, and the street address of such agent is 632 Springs Avenue, Birmingham, Alabama 35242.

5. The name and address of each General and Limited Partner are set forth in Exhibit A hereto.

6. The amount of cash paid and a description and statement of the agreed value of the property or services contributed by each partner to the capital of the Partnership are set forth in Exhibit A hereto.

7. No Partner is obligated to pay cash, convey property or contribute services to the capital of the Partnership except as set forth in Exhibit A hereto.

8. No Limited Partner may assign any interest in the Partnership without the written consent to the General Partner, which consent may be withheld in the General Partners' absolute discretion.

9. Distributions for a fiscal year shall be distributed to the Partners annually, within 10 days after the determination of the distributable cash. The term distributable cash shall mean with respect to any fiscal year of the Partnership all cash

Bradley, Grant

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Revenues and funds received by the Partnership (other than funds received as capital contributions) in such fiscal year, less the sum of the following (i) all amounts expended by the Partnership in such fiscal year; (ii) any cash paid to acquire any capital asset during the fiscal year; and (iii) such working capital the General Partner reasonably determines to be necessary for the operation of the business of the Partnership.

10. No Partner shall have the right to demand the return of any capital contribution except upon termination and dissolution of the Partnership.

11. Upon the withdrawal, dissolution or bankruptcy of the General Partner, the Limited Partner(s) may elect by unanimous vote to carry on the business of the Partnership with a substitute General Partner.

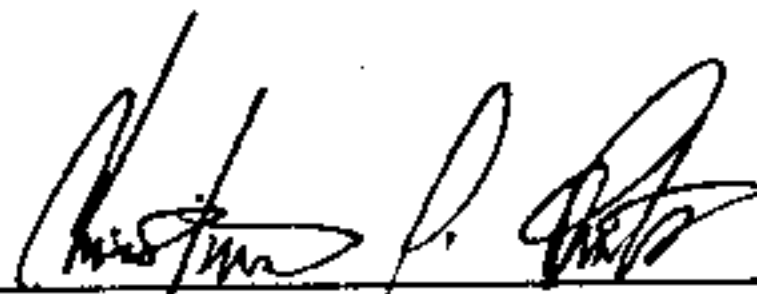
12. The term of the Partnership is from the date hereof until October 31, 2001. Notwithstanding the foregoing, the Partnership shall be dissolved upon the occurrence of any one or more of the following events:

- (a) the bankruptcy of any General Partner, unless the Limited Partner(s) shall elect by unanimous vote to continue the business of the Partnership;
- (b) the sale of all of the Partnership's assets; or
- (c) the approval of the holders of a majority of the partnership units.

Dated this 29th day of November, 1991.

GENERAL PARTNER
DELPIN, INC.

By



Its President

LIMITED PARTNER



Christian J. Pinto

EXHIBIT A

General Partner:
Delpin, Inc.
632 Springs Avenue
Birmingham, Alabama 35242

Cash paid or value of
property or services contributed

\$10.00

Limited Partner:
Christian J. Pinto
1124 20th Street South #305
Birmingham, Alabama 35205

\$10.00

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STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

91 DEC 12 PM 1:36

Thomas C. McNamee Jr.
JUDGE OF PROBATE

1. Deed Tax	\$	
2. Mig. Tax	\$	
3. Recording Fee	\$	7.50
4. Indexing Fee	\$	3.00
5. No Tax Fee	\$	
6. Certified Fee	\$	1.00
Total	\$	11.50