

<b>FORM B1</b> <b>United States Bankruptcy Court</b> <u>Middle</u> District of <u>Florida</u>		<b>Voluntary Petition</b>	
Name of Debtor (if individual, enter Last, First, Middle): <u>CrossGen Entertainment, Inc.</u>		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): <u>FLA CrossGeneration Comics, Inc d/b/a CrossGen Comics, Code 6 Comics and CG Entertainment</u>		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all): <u>59-3576687</u>		Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all):	
Street Address of Debtor (No. & Street, City, State & Zip Code): <u>4023 Tampa Road, Suite 2400</u> <u>Oldsmar, FL 34677</u>		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):	
County of Residence or of the Principal Place of Business: <u>Pinellas</u>		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):	
Location of Principal Assets of Business Debtor (if different from street address above):			
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>			
<b>Venue</b> (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<b>Type of Debtor</b> (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____ <input type="checkbox"/> Clearing Bank		<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec 304 - Case ancillary to foreign proceeding	
<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		<b>Filing Fee</b> (Check one box) <input type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments Rule 1006(b) See Official Form No 3.	
<b>Chapter 11 Small Business</b> (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)			
<b>Statistical/Administrative Information</b> (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors			THIS SPACE IS FOR COURT USE ONLY <div style="transform: rotate(-45deg); font-weight: bold; font-size: 1.2em;">           FILED            TAMPA, FLORIDA            2004 JUN 18 PM 3:38            U.S. BANKRUPTCY COURT            DISTRICT OF FLORIDA         </div>
Estimated Number of Creditors      1-15      16-49      50-99      100-199      200-999      1000-over <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>			
Estimated Assets \$0 to \$50,000      \$50,001 to \$100,000      \$100,001 to \$500,000      \$500,001 to \$1 million      \$1,000,001 to \$10 million      \$10,000,001 to \$50 million      \$50,000,001 to \$100 million      More than \$100 million <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>			
Estimated Debts \$0 to \$50,000      \$50,001 to \$100,000      \$100,001 to \$500,000      \$500,001 to \$1 million      \$1,000,001 to \$10 million      \$10,000,001 to \$50 million      \$50,000,001 to \$100 million      More than \$100 million <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>			

<b>Voluntary Petition</b> (This page must be completed and filed in every case)		Name of Debtor(s): <u>CrossGen Entertainment, Inc.</u>	
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed: <u>Middle District of Florida</u>	Case Number:	Date Filed: <u>6-18-04</u>	
Pending Bankruptcy Case Filed by any Spouse, Partner or Name of Debtor:		Affiliate of this Debtor (If more than one, attach additional sheet) Case Number:	
Date Filed:		Relationship:	
District:		Judge	

**Signatures**

<p><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Debtor</p> <p>X _____          Signature of Joint Debtor</p> <p>_____          Telephone Number (If not represented by attorney)</p> <p>_____          Date</p>	<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>
<p style="text-align: center;"><b>Signature of Attorney</b></p> <p>X <u>Noel Boeke</u>          Signature of Attorney for Debtor(s)</p> <p><u>Noel Boeke &amp; Rob Anderson</u>          Printed Name of Attorney for Debtor(s)</p> <p><u>Hollans &amp; Knight LLP</u>          Firm Name</p> <p><u>P.O. Box 1288</u>          Address</p> <p><u>Tampa FL 33601-1288</u>  <u>813-227-6525</u>          Telephone Number</p> <p><u>6/18/04</u>          Date</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p> <p>X _____          Signature of Attorney for Debtor(s)      Date</p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition</p> <p>X <u>Jennifer Phelan Hernandez</u>          Signature of Authorized Individual</p> <p><u>Vice President/Secretary</u>          Printed Name of Authorized Individual</p> <p><u>June 18, 2004</u>          Title of Authorized Individual</p> <p>_____          Date</p>	<p style="text-align: center;"><b>Exhibit C</b></p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No</p> <p style="text-align: center;"><b>Signature of Non-Attorney Petition Preparer</b></p> <p>I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.</p> <p>_____          Printed Name of Bankruptcy Petition Preparer</p> <p>_____          Social Security Number (Required by 11 U.S.C. § 110(c))</p> <p>_____          Address</p> <p>_____          Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p>X _____          Signature of Bankruptcy Petition Preparer</p> <p>_____          Date</p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</p>

**CERTIFICATION OF RESOLUTIONS  
OF THE BOARD OF DIRECTORS**

The undersigned, does hereby certify that the Board of Directors of CrossGen Entertainment, Inc. (the "Corporation") duly adopted the following resolutions at a meeting held on or about June 18, 2004:

**RESOLVED** that in the judgment of the Board of Directors it is desirable and in the best interests of the Corporation, its creditors, stockholders, and other interested parties, that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code"); and it is further

**RESOLVED** that the officers of the Corporation or any one of them (collectively, the "Officers" and each, individually, an "Officer") be, and each hereby is, authorized and directed on behalf of the Corporation to execute and verify a petition in the name of the Corporation, under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware in such form and at such time as the Officer executing said petition shall determine; and it is further

**RESOLVED** that the Officers, or any one of them be, and each hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case contemplated hereby, with a view to the successful prosecution of such case; and it is further

**RESOLVED** that the Officers, or any one of them be, and each hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to employ and retain the law firm of Holland & Knight, LLP as attorneys for the Corporation in the chapter 11 case; and it is further

**RESOLVED** that the Officers, or any one of them be, and each hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to employ and retain such further legal, financial and bankruptcy services firms (together with Holland &

Knight, LLP, the "Professionals") as may be deemed necessary or appropriate by the Officers, or any of them so acting; and it is further

**RESOLVED** that all acts lawfully done or actions lawfully taken by any Officer or any of the Professionals to seek relief on behalf of the Corporation under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

**RESOLVED** that the Officers, or any one of them be, and each hereby is, authorized, directed and empowered on behalf of and in the

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name of the Corporation, to take all actions necessary or appropriate for the Corporation to borrow money as debtor-in-possession financing, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, pledge agreements and all other documents, contracts, or instruments (the "Credit Documents") as may be deemed necessary by the Officers; and it is further

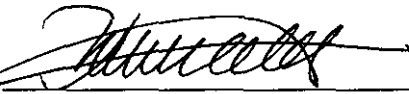
**RESOLVED** that the Corporation, as debtor and debtor-in-possession under chapter 11 of the Bankruptcy Code be, and hereby is, authorized to grant such guarantees, mortgages, and other security interests pursuant to, and as contemplated by, the Credit Documents; and it is further

**RESOLVED** that the Officers be, and each of them hereby is, authorized to execute and deliver for and on behalf of the Corporation, as debtor and debtor-in-possession, such agreements, instruments and any and all other documents and amendments necessary or appropriate to facilitate the transactions contemplated by the foregoing resolutions, including, without limitation, the Credit Documents, and any other credit agreement, promissory note, letter of credit application, guarantee, mortgage, or other security instrument, containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Officers, or any of them so acting; and it is further

cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses, as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

**RESOLVED** that all actions previously taken by an Officer or any of the Professionals in connection with the debtor-in-possession financing, the Credit Documents, or any matter related thereto, are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of June, 2004.

By   
Jennifer Phelan Hernandez  
Secretary

TPA1 #1284221 v1

Quebecor World Montreal,  
P. O. Box 945563  
Atlanta, GA 30394-5563

Branded Entertainment, LLC,  
333 Crestmont Road  
Cedar Grove, NJ 07009

American Express,  
P. O. Box 297812  
Ft. Lauderdale, FL 33329-7812

Foley & Lardner,  
100 N. Tampa Street  
Suite 2700  
Tampa, FL 33602

Automatic Data Processing,  
5800 Windward Parkway  
Alpharetta, GA 30005

Fortis Software, LLC,  
1218 Court Street  
Suite A  
Clearwater, FL 33756

NewhousePorter LLP,  
333 South Hope Street,  
16th FL  
Los Angeles, CA 90071

Hunton & Williams,  
600 Peachtree Street  
Suite 4100  
Atlanta, GA 30308

Wizard Entertainment,  
151 Wells Avenue  
Congers, NY 10920

580 Industrial Ltd.,  
777 S. Harbour Island Bv.  
Ste 877  
Tampa, FL 33602

CIT Technology Financial,  
21146 Network Plaza  
Chicago, IL 60673

Citicorp Vendor Finance,  
P. O. Box 7247-0322  
Philadelphia, PA 19170

Reed Business Information,  
P. O. Box 7247-7026  
Philadelphia, PA 19170

Diamond Comic Distributors,  
1966 Greenspring Drive  
Suite 300  
Timonium, MD 21093

Absolute Exhibits,  
429 West Levers Place  
Orange, CA 92867

CGS Publishing Technologies,  
P. O. Box 1625  
Maple Grove, MN 55311

Westin Horton Plaza,  
910 Broadway Circle  
San Diego, CA 92101

Ross, Luke

Fiorentino, Fabrizio

Hyde Park Capital,  
701 N. Franklin Street  
Tampa, FL 33602