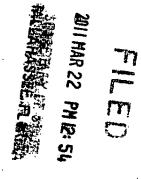
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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (profit)

ARTICLE 1 Name

The name of the corporation shall be:

Spinmaster Books, Inc.

ARTICLE II Principal Office

The principal place of business/mailing address is:

3170 N. Federal Highway, Suite 100 Lighthouse Point, FL 33064

ARTICLE III Purpose

The purpose for which the corporation is organized is:

To produce and offer for publication books and articles and to establish business and investment operations and to perform any other venture legal under the laws of The State of Florida.

ARTICLE IV Shares

The number of shares is:

ONE THOUSAND (1,000)

ARTICLE V Initial Officers and/or Directors

The initial Director, President and Secretary-Treasurer is:

Robert H. Smith 3170 N. Federal Highway, Suite 100 Lighthouse Point, FL 33064



ARTICLE VI Registered Agent

The name and Florida Street Address of the Registered Agent is:

Robert H. Smith 3170 N. Federal Highway, Suite 100 Lighthouse Point, FL 33064

ARTICLE VII Incorporator

The name and address of the Incorporator is:

Robert H. Smith 3170 N. Federal Highway, Suite 100 Lighthouse Point, FL 33064

Having been named as registered agent to accept service of process for the above corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Signature/Incorporator

Date

Date