

**Finkelstein & Associates**  
**Attorneys At Law**  
**Certified Public Accountants**

December 22, 1994

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: It Works! Productions & Multimedia, Inc.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for It Works! Productions & Multimedia, Inc. Please approve and file the original for us. Return a certified copy to this office for our records.

Additionally, please find a check in the amount of \$122.50 for the following charges:

Filing Fee	\$70.00
Certified Copy	<u>\$52.50</u>
Total	\$122.50

If you need any additional information, please do not hesitate to contact me.

Sincerely,

*Richard P. O'Connor*

Richard P. O'Connor, C.P.A.  
Attorney at Law  
For the Firm

RPO/jvs

**ARTICLES OF INCORPORATION  
OF  
IT WORKS! PRODUCTIONS & MULTIMEDIA, INC.**

EFFECTIVE DATE  
1-1-95

The undersigned, acting as incorporator of IT WORKS! PRODUCTIONS & MULTIMEDIA, INC. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

IT WORKS! PRODUCTIONS & MULTIMEDIA, INC.

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on January 1, 1995.

**ARTICLE III. PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida, including television and radio audio and video production, to the extent permissible under the laws and rules of the State of Florida.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having no par value. The consideration to be paid for each share shall be as fixed by the shareholders, and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the shareholders, equivalent to or greater than the full par value of the shares.

**ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the initial principal office of the corporation is 7507 S. Tamiami Trail, #105, Sarasota, Florida 34231. The corporation's registered agent is FINKELSTEIN & ASSOCIATES, P.A., ATTORNEYS AT LAW AND CPAs at 1111 Third Avenue West, Suite 160, Bradenton, Florida 34205.

**ARTICLE VI. MANAGEMENT BY SHAREHOLDERS**

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the shareholders, rather than a board of directors. The shareholders shall be deemed directors when required by the context of any law or bylaw. The name and street address of the original shareholder is:

Name

Address

EVERETT BANNING

7507 S. Tamiami Trail, #105  
Sarasota, Florida 34231

**ARTICLE VII. INCORPORATION**

The name and street address of the incorporator is:

Name

Address

EVERETT BANNING

7507 S. Tamiami Trail, #105  
Sarasota, Florida 34231

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the shareholders any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

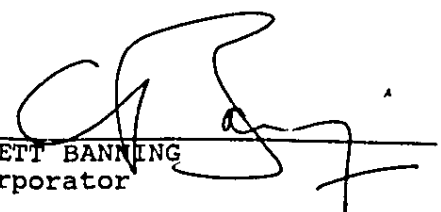
**ARTICLE VIII. BYLAWS**

The shareholders, by vote of a majority of the outstanding shares entitled to vote, may establish, alter, amend, or repeal corporation bylaws.

**ARTICLE IX. AMENDMENTS**

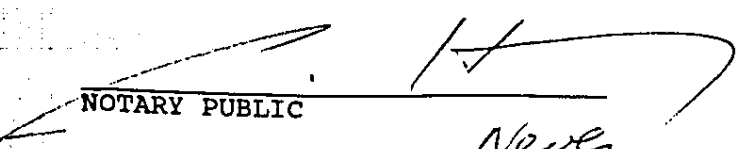
The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of December, 1994

  
EVERETT BANNING  
Incorporator

On this 13 day of December, 1994, before me, a Notary Public, the undersigned officer, personally appeared EVERETT BANNING, known to me to be the person whose signature is subscribed to the aforesaid instrument and acknowledged that he executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

  
NOTARY PUBLIC

My commission expires: Never.

**IT WORKS! PRODUCTIONS & MULTIMEDIA, INC.**

**DESIGNATION OF REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following  
is submitted:

That IT WORKS! PRODUCTIONS & MULTIMEDIA, INC., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated at 7507 S. Tamiami Trail, #105, Sarasot, Florida 34231, has named FINKELSTEIN & ASSOCIATES, P.A., ATTORNEYS AT LAW AND CPAs, located at 1111 Third Avenue West, Suite 160, Bradenton, Florida 34205, in the County of Manatee, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, this corporation agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

FINKELSTEIN & ASSOCIATES, P.A.  
Attorneys at Law and CPAs

By: Richard P. O'Connor  
Richard P. O'Connor, Esquire

FILED  
JUN 3 1993  
TALLAHASSEE, FLORIDA