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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1920 N.W. 107th Street
Miami, Florida 33167

September 4, 1998

Florida Department of State
Division of Corporations
ATTN: New Filings Division
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

RE: New Filings: Look-Up Productions, Inc.

Dear Representative(s):

Enclosed please find the original Articles of Incorporation for Look-Up Productions, Inc., a newly formed Florida Corporation, along with a check for \$ 78.75 for the following:

\$ 35.00 Filing Fee
35.00 Designation of Registered Agent
8.75 Certificate of Status
\$ 78.75 TOTAL ENCLOSED

Please process expeditiously. For additional information, please feel free to contact me at (305) 688-2984 during normal business hours.

Thanks in advance for your assistance.

Very truly yours,
LOOK-UP PRODUCTIONS, INC.

Cheryl W. Simmons for

Cheryl W. Simmons
President

P. Hall

SEP 14 1998

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ARTICLES OF INCORPORATION
OF
Look-Up Productions, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is Look-Up Productions, Inc. The address is 1920 N.W. 107th Street, Miami, Florida 33167.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of:

1. Transacting any and all lawful business for which a corporation may be incorporated under Florida Statutes.
2. Transacting a professional publication business which will promote family oriented products and services.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$ 1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, with one vote cast per share.

ARTICLE V - TERM OF EXISTENCE

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

ARTICLE VI - STATUS

This corporation elects Sub-Chapter "S" status according to applicable State and Federal Laws and will file a Form 2553 with the Internal Revenue Service.

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which is offered to others.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1920 N.W. 107th Street, Miami, Florida 33167. The initial registered agent of this corporation, at the above address, is Cheryl W. Simmons.

ARTICLE IX - PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation is 1920 N.W. 107th Street, Miami, Florida 33167.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The name and address of the directors of this corporation are:
Cheryl W. Simmons, 1920 N.W. 107th Street, Miami, FL 33167.

ARTICLE XI - INCORPORATORS

The names and addresses of the persons signing these articles are:
Cheryl W. Simmons, 1920 N.W. 107th Street, Miami, FL 33167.

ARTICLE XII - INITIAL OFFICER

The names and post office addresses of the first officers of this corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

PRESIDENT/SECRETARY
Cheryl W. Simmons, 1920 N.W. 107th Street, Miami, FL 33167.

VICE PRESIDENT/TREASURER
Cheryl W. Simmons, 1920 N.W. 107th Street, Miami, FL 33167.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or officers or any former officer or director, to the fullest extent permitted by law either now existing or hereinafter enacted.

ARTICLE XIV

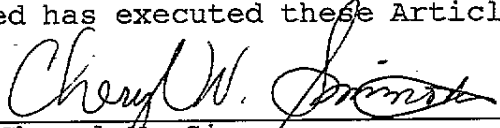
No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such director or officer of such other corporation, or not so interested.

ARTICLE - XV

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This 4th day of September, 1998.


Cheryl W. Simmons
INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the Look-Up Productions, Inc., the place designated in the Articles of Incorporation, I, Cheryl W. Simmons, agree to act in this capacity, and agree to comply with the provisions relative to keeping open such office.

Date:

9/4/98

Cheryl W. Simmons

Cheryl W. Simmons

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