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TRANSMITTAL LETTER

FILED

00 MAY 15 AM 11:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-05/15/00--01149--003
*****78.75 *****78.75

SUBJECT:

Thomas Production, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Woodie H. Thomas ^{JHT}

Name (Printed or typed)

1603 Vision Drive

Address

Palm Beach Gardens, FL

City, State & Zip

33418

561 / 622-2900

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

RH 5/18/00 ✓

ARTICLES OF INCORPORATION

OF

THOMAS PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, subscribed to these Articles of Incorporation, a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is THOMAS PRODUCTIONS, INC.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

PURPOSE

The purposes for which the Corporation is organized are:

(a) To create entertainment, learning, and skills for families through television and film productions and other educational materials.

(b) To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country.

(c) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.

(d) To sue and to be sued, complain and defend in its corporate name in all actions or proceedings.

(e) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(f) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(g) To lend money to and use its credit to assist its officers and employees in accordance with Section 607.141.

(h) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(k) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(l) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without the state.

(m) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(n) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the Corporation.

(o) To make donations for the public welfare or for charitable, scientific or educational purposes.

(p) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.

(r) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to affect its purposes.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock, each share having the par value of \$1.00. Each stockholder of the corporation shall be entitled to one vote for each fully paid, non-assessable share owned by him, and there shall be no cumulative voting.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which the Corporation shall begin business shall be not less than One Hundred and 00/100 (\$100.00) Dollars.

ARTICLE VI

ADDRESS

The initial street address of the principal office of this Corporation is to be at 1603 Vision Drive, Palm Beach Gardens, Florida 33418. The Board of Directors may from time to time designate such other address and place for its principal office of this Corporation as it may see fit.

ARTICLE VII

DIRECTORS

The number of directors of this Corporation shall be as provided by the Bylaws, but shall not be less than one (1) in number nor more than nine (9), and shall be one (1) in number until otherwise fixed or changed by the Bylaws.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the Bylaws of this Corporation, and the laws of Florida, shall hold office until his successors is chosen at the First Annual Meeting of this Corporation to be held at the time and place provided for by the Bylaws, is as follows:

<u>Name</u>	<u>Address</u>
Woodie H. Thomas, III, Ph.D., Esq.	1603 Vision Drive Palm Beach Gardens, FL 33418

ARTICLE IX

SUBSCRIBER

The name and address of the Subscriber to the Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Woodie H. Thomas, III, Ph.D., Esq.	1603 Vision Drive Palm Beach Gardens, FL 33418

ARTICLE X

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 already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1603 Vision Drive, Palm Beach Gardens, FL 33418, and the name of the initial registered agent of this Corporation is Woodie H. Thomas, III, Ph.D., Esquire.

ARTICLE XII

BYLAWS

The power to adopt, alter, amend and/or repeal bylaws shall be vested in the shareholders.

ARTICLE XIII

CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the shareholders.

ARTICLE XIV

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XV

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XVI

INDEMNIFICATION

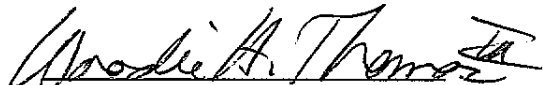
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVII

AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provisions herein contained in these Articles of Incorporation, the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of May, 2000.


Woodie H. Thomas, III, Ph.D., Esq.,


STATE OF FLORIDA

COUNTY OF PALM BEACH

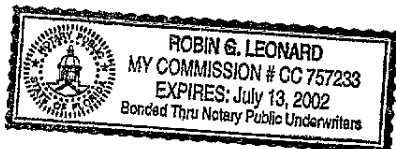
BEFORE ME, the undersigned authority, personally appeared WOODIE H. THOMAS, III, Ph.D, ESQ., to me well known and known to me to be the person described in and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of MAY, 2000.

(NOTARIAL SEAL)


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



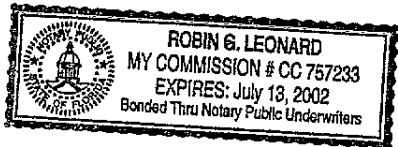
ACCEPTANCE OF REGISTERED AGENT

I, Woodie H. Thomas, III, Ph.D., Esq., do hereby accept the designation of Registered Agent for THOMAS PRODUCTIONS, INC.

Woodie H. Thomas III
WOODIE H. THOMAS, III, Ph.D. ESQUIRE

Sworn to and subscribed before
me this 9th day of May,
2000.

Robin G. Leonard
NOTARY PUBLIC



FILED
00 MAY 15 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA