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ACCOUNT NO. : 072100000032

REFERENCE : 561513 7203132

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 78.75

ORDER DATE : January 24, 2000

ORDER TIME : 10:14 AM

ORDER NO. : 561513-005

400003107644--7

CUSTOMER NO: 7203132

CUSTOMER: Gary E. Sherman, Esq
GARY L. SHERMAN, P.A.
GARY L. SHERMAN, P.A.
440 South Andrews Avenue

Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: KIM PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

638-2295-626
W00-1913

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 24 PM 1:26

RECEIVED
00 JAN 24 10:39
TALLAHASSEE FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 24 PM 1:26

January 25, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: KIM PRODUCTIONS, INC.
Ref. Number: W00000001913

We have received your document for KIM PRODUCTIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

We are enclosing the proper form(s) with instructions for your convenience.

There is too much wrong with these articles for us to make corrections. Please see highlighted areas that are incorrect and make the appropriate corrections.

Your client may want to use the enclosed simplified non profit form for convenience.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 100A00003387

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN 27 AM 10:40

RESUBMIT

Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 24 PM 1:26

January 24, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: KIM PRODUCTIONS, INC.
Ref. Number: W00000001913

We have received your document for KIM PRODUCTIONS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 700A00003159

opal

RESUBMIT
Please give original
submission date and time

ARTICLES OF INCORPORATION

OF

KIM PRODUCTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 24 PM 1:26

THE UNDERSIGNED, for the purpose of forming a corporation for nonprofit pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The name of this nonprofit Corporation shall be:

KIM PRODUCTIONS, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The specific nature of the business to be transacted by this Corporation shall be to produce a film production, *The Time of the Toad* for Public Television.

ARTICLE III
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE IV
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is **440 South Andrews Avenue, Fort Lauderdale, FL 33301**. The mailing address of this corporation shall be **440 South Andrews Avenue, Fort Lauderdale, FL 33301**. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE V
NUMBER OF DIRECTORS

This Corporation shall have not less than three (3) Directors.

ARTICLE VI
FIRST BOARD OF DIRECTORS

The Board of Directors will be elected annually by members. The names and street addresses of the initial members of the Board of Directors are:

Name: Joseph Koegel, a/k/a Jerry Koegel
Address: 3750 N.E. 169th Street
North Miami Beach, FL 33160

Name: Gary E. Sherman
Address: 440 South Andrews Avenue
Fort Lauderdale, FL 33301

Name: Edna Sherman
Address: 3862 N.E. 171 Street, Apt. E
North Miami Beach, FL 33160

ARTICLE VII
INCORPORATOR

The name and street address of the incorporator to these Articles, as well as the person signing these Articles of Incorporation is **Joseph Koegel, a/k/a Jerry Koegel, 3750 N.E. 169th Street, North Miami Beach, FL 33160.**

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this nonprofit Corporation is **440 South Andrews Avenue, Florida 33301**, and the name of the initial registered agent of this Corporation at that address is **Gary E. Sherman**. Pursuant to the Florida Statute 617.0501(3) a written acceptance is attached.

ARTICLE IX
POWERS

The corporation shall have all the powers enumerated in the Florida Business Corporation Act.

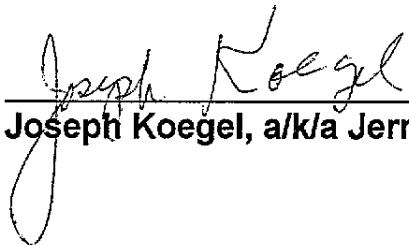
ARTICLE X
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI
BY-LAWS

The By-Laws may be adopted, altered, amended, or repealed by the Board of Directors may not amend or repeal any By-Law adopted by Board of Directors if the Board of Directors specifically provide such By-Law is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
day of January 25, 2000.




Joseph Koegel, a/k/a Jerry Koegel

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 25 day of January 2000, by Joseph Koegel, a/k/a Jerry Koegel as incorporator to these Articles, who is personally known to me or who has produced a driver's license as identification.

My Commission Expires:



NOTARY PUBLIC, State of Florida
Print name: Opal Lee
Title: _____

[SEAL]



**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

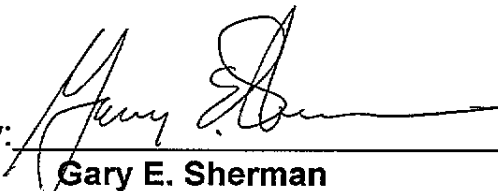
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 24 PM 1:26

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA:

KIM PRODUCTIONS, INC., a nonprofit corporation being organized under the laws of the State of Florida, designates as its registered office **440 South Andrews Avenue, Florida 33301**, and has named **Gary E. Sherman**, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named registered agent and to accept service of process for **KIM PRODUCTIONS, INC.** at the place designated in this Certificate, I hereby accept the appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. In compliance with Section 48.091, Florida Statutes, I agree to comply with the provisions of said Act with respect to keeping such office open.

By: 
Gary E. Sherman
REGISTERED AGENT