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NOVEMBER 20, 2001

01 NOV 21 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500004691565--3
-11/21/01--01095--004
*****70.00 *****70.00

Re: THE UNCLE FRED FOUNDATION INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Joan Graham

J. Burch NOV 27 2001

FILED

ARTICLES OF INCORPORATION

THE UNCLE FRED FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is THE UNCLE FRED FOUNDATION INC.

The principal place of business of this corporation shall be:

1111 North West Shore Boulevard
Suite 604
Tampa, Florida 33607

ARTICLE II

The period of duration of this corporation is perpetual unless dissolved according to law.

ARTICLE III

The purpose for which the corporation is organized is:

To create, form, establish and maintain a charitable arts foundation to encourage, foster and promote interest in animation and cartoon art; to organize and sponsor exhibitions of animation and cartoon art; to produce, distribute and otherwise disseminate information concerning cultural events and activities of interest to the general public; to endeavor to expand and enrich the cultural heritage of the general public; to provide a forum for the free exchange of cultural and artistic information; to attempt to make such artistic and cultural enrichment geographically and financially accessible to the general public; to hold, conduct and organize meetings, discussions, lectures and forums on various artistic and cultural subjects and topics of interest to the public; to aid, assist, cooperate, co-sponsor and otherwise engage in concerted action with private and governmental agencies and organizations on programs to enrich and advance the cultural and artistic knowledge of the community; to create, form and establish a council of the arts to sponsor the work of aspiring cartoonists; to aid, assist, cooperate, co-sponsor and otherwise engage in concerted action with private and governmental agencies and organizations with the same or similar objectives; to solicit, collect and receive funds from public and private sources and to expend same in furtherance of the corporate goals and purposes and generally to develop, foster and further the appreciation of animation and cartoon art by all available means and methods.

ARTICLE IV

The corporation will have no members. The manner in which directors shall be elected or appointed shall be set forth in the by-laws.

ARTICLE V

The number constituting the initial Board of Directors of the corporation is 3, and the names and addresses of the persons who are to serve initially are:

Shirley Lasswell
1111 North West Shore Boulevard
Suite 604
Tampa, Florida 33607

Patricia Slesinger
1111 North West Shore Boulevard
Suite 604
Tampa, Florida 33607

Paul Horgan
1310 West Busch Boulevard
Tampa, Florida 33612

ARTICLE VI

The corporation is organized under a non-stock basis.

ARTICLE VII

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which

are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

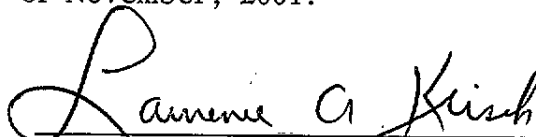
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of November, 2001.


LAWRENCE A. KIRSCH

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 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/registered agent, in the state of Florida.

1. The name of the Corporation is:

THE UNCLE FRED FOUNDATION INC.

2. The name and address of the registered agent and office is:

Shirley Lasswell

(Name)

1111 North Westshore Blvd., Suite 604

(P.O. Box NOT acceptable)

Tampa, Florida 33607

(City/State/Zip)

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

Shirley G. Lasswell
Signature

NOV. 15. 2001
Date

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED