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WILLIAM G. WARNER**

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* ALSO ADMITTED IN LOUISIANA

** BOARD CERTIFIED CRIMINAL

TRIAL PRACTICE

Toll Free Telephone (888) 927-6370

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August 11, 2006

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: St. Dominic's Media Production Center, Inc.

Gentlemen:

Enclosed please find original and one (1) copy of Articles of Incorporation and Acceptance of Registered Agent regarding the above proposed corporation. Also enclosed is this firm's check in the amount of \$78.75 for the filing fee and a certified copy of the Articles of Incorporation. If all appears to be in order, I would appreciate it if you would file the Articles and return the certified copy to me at your earliest convenience.

Thank you for your assistance in this matter. Please feel free to contact my office if you have any questions.

Very truly yours,

Theresa Bush

Theresa Bush, Paralegal

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TALLAHASSEE, FLORIDA

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Enclosure(s)

ARTICLES OF INCORPORATION

of

ST. DOMINIC'S MEDIA PRODUCTION CENTER, INC.

(A Corporation Not for Profit)

The undersigned, acting as the incorporator of a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

Article I
Name

The name of the Corporation shall be **ST. DOMINIC'S MEDIA PRODUCTION CENTER, INC.**

Article II
Duration

The duration of the Corporation is perpetual.

Article III
Principal Office

The principal place of business and mailing address of the Corporation, located in Bay County, Florida, shall be:

3308 E. 15th Street
Panama City, FL 32405

Article IV
Purposes

The purposes and power for which the Corporation (hereinafter called the Corporation) is organized are as follows:

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TALLAHASSEE, FLORIDA

Section 1. Said Corporation is organized for charitable, religious, scientific, literary, or educational 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 the corresponding section of any future federal tax code; providing or arranging for production of educational and religious based media programs and for the purpose of accomplishing the same; to receive and maintain real or personal property, or both; and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation 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 Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. 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, for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

Article V **Qualification and Admission of Members**

The qualifications for members and the manner of their Admission to the Corporation shall be regulated by the By-Laws of ST. DOMINIC'S MEDIA PRODUCTION CENTER, INC.

Article VI **Board of Directors and Manner of Election**

Section 1. The affairs of the Corporation and all of its property shall be directed by a Board of Directors numbering not fewer than three (3) elected directors nor more

than fifteen (15) elected directors from among the membership of the Corporation, as may be fixed by the By-Laws. Such directors will be elected at the annual meeting of the members of this Corporation to be held in July of each year at such time and at such place as the Board of Directors may from time to time fix.

Section 2. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and may be authorized to exercise all or part of the powers and authority of the Board of Directors.

Section 3. The number of directors constituting the initial Board of Directors of the Corporation is four (4), and the names and addresses of the persons who are to serve as initial directors of the Corporation are as set forth in Article VII.

Article VII
Initial Directors and/or Officers

The names and addresses of the persons who are the initial directors of the Corporation are as follows:

Rev. Peter L. Zalewski, Pastor
St. Dominic's Catholic Church
3308 E. 15th Street
Panama City, FL 32405

Msgr. Luke Hunt
Diocese of Pensacola- Tallahassee
11 North B Street
Pensacola, FL 32501

Msgr. Mike Reed
St. Anne Catholic Church
100 Daniel Drive
P.O. Box 1057
Gulf Breeze, FL 32562

Mr. Tom Neubauer
ERA Neubauer Real Estate, Inc.
740 S. Tyndall Parkway
Parker, FL 32404

Article VIII
Initial Registered Agent and Street Address

The name and Florida street address of the registered agent is:

Timothy M. Warner, Esq.
The Warner Law Firm, P.A.
519 Grace Avenue
Panama City, FL 32401

Article IX
Incorporator

The name and address of the Incorporator is:

Rev. Peter L. Zalewski, Pastor
3308 E. 15th Street
Panama City, FL 32405

Article X
Indemnification

The Corporation shall indemnify the directors, officers, employees and agents of the Corporation who are involved in any suit, action or proceeding by reason of such person or persons being, or having served at the request of the Corporation as, a director, officer, employee, or agent of the Corporation, in the manner provided, and to the maximum extent permitted by the Florida Not For Profit Corporation Act.

Article XI
Non-stock Corporation

The Corporation is organized on a non-stock basis and shall not issue shares of

stock evidencing membership in the Corporation; provided that, membership in the Corporation may be evidenced by a certificate of membership which shall contain a statement printed prominently on the face of the certificate that the Corporation is a corporation not for profit. The Corporation shall not pay dividends, and no part of the income of the Corporation shall be distributed to its past or present members, directors or officers; provided, however, that the Corporation may reimburse such persons for expenses actually incurred in connection with the exercise of their respective duties for and on behalf of the Corporation. In the event that the Corporation is dissolved according to law, no assets or property of the Corporation shall directly or indirectly be distributed to or inure to the benefit of any past or current member, director or officer.

Article XII **By-Laws**

By-laws of this Corporation will be adopted in the first instance by the first Board of Directors. Amendments to these Articles or to the by-laws shall be formulated by the Board of Directors and presented by the Board to the membership at any annual or special meeting. Such proposed amendments may then be adopted by the approval of two-thirds of the members present at such annual or special meeting.

Article XIII **Restrictions**

A. The purposes for which the organization is organized are religious, charitable, scientific, literary and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

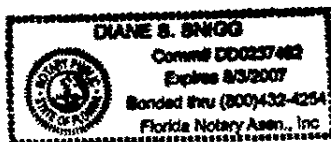
C. Notwithstanding any other provision of these Articles, upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding Section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the organization is then located, for such purposes.

Executed this 08 day of August, 2006.

Rev. Peter L. Zalewski
Rev. Peter L. Zalewski, Pastor,
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 8th day of August, 2006, by Rev. Peter L. Zalewski, Pastor, who is personally known to me and who did not take an oath.



Diane S. Snigg
Notary Public
My Commission Expires: 8-3-07
Commission No. DD0237482

ACCEPTANCE OF REGISTERED AGENT

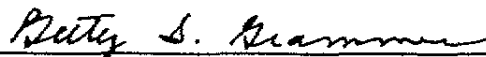
I, TIMOTHY M. WARNER, having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


TIMOTHY M. WARNER
Registered Agent

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 9th day of August, 2006, by TIMOTHY M. WARNER, who is personally known to me and who did not take an oath.




Notary Public
My Commission Expires: _____
Commission No. _____

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