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Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

T.L.C. ENTERTAINMENT II, INC.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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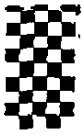
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Florida NO. 478, t o P. 2 tate

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September 6, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: T.L.C. ENTERTAINMENT II, INC.  
REF: W07000044012

**RE-SUBMIT**  
Please give original  
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Herring  
Document Specialist  
New Filing Section

FAX Aud. #: H07000221811  
Letter Number: 107A00053114

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**ARTICLES OF INCORPORATION  
OF  
T.L.C. ENTERTAINMENT II, INC.**

The undersigned, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is:  
T.L.C. ENTERTAINMENT II, INC.

**ARTICLE II**

The principal place of business address:  
Linnea Maloney  
4007 Salmon Drive  
Orlando, Florida 32835

The mailing address of the corporation is:  
4007 Salmon Drive  
Orlando, Florida 32835

**ARTICLE III**

The specific purpose for which this corporation is organized is:

The purpose of this Corporation is to provide scholarships for women to begin or continue college or other educational programs.

This Corporation has not been formed for making any profit, or personal financial gain. The assets and income of the Corporation shall not be distributable to, or benefit the directors or officers of the Corporation. The assets and income shall only be used to promote the corporate purposes as described herein. Nothing contained herein shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the Corporation.

This Corporation is organized exclusively for charitable and/or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 United States Internal Revenue law. This Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax. The Corporation shall not participate in any political campaign in any manner.

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Notwithstanding any other provision of these Articles of Incorporation, 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 United States Internal Revenue law, 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 United States Internal Revenue law.

#### ARTICLE IV

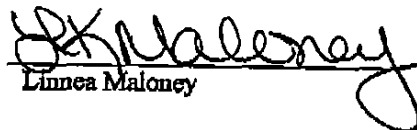
The manner in which directors are elected or appointed is:  
As specified in the Bylaws of the corporation.

#### ARTICLE V

The name and Florida street address of the registered agent and initial incorporator is:  
4007 Salmon Drive Linnea Maloney  
Orlando, Florida 32835

I certify that I am the initial incorporator of this entity and that I am familiar with and accept the responsibilities of registered agent:

Registered Agent Signature:

  
Linnea Maloney

#### ARTICLE VI

The officers and directors of the corporation are as follows:

President and Director  
Linnea Maloney  
4007 Salmon Drive  
Orlando, Florida 32835

Secretary and Director  
Jennifer Miller  
6256 Hedgesparrows Lane  
Sanford, Florida 32771

Director  
Fred Wright  
621 Delaware Street  
Suite 202  
New Castle, Delaware 19720

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Director  
Amy Landis  
8785 Wittenwood Cove  
Orlando, Florida 32836

#### ARTICLE VII

The effective date of these Articles of Incorporation shall be the date of filing.

#### ARTICLE VIII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

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 neither participate in nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining 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 United States Internal Revenue law, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

  
Linnea Maloney, President

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Director  
Amy Landis  
8785 Wittenwood Cove  
Orlando, Florida 32836

#### ARTICLE VII

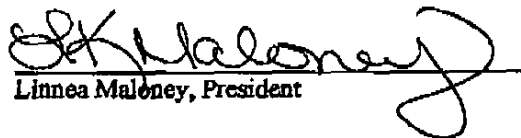
The effective date of these Articles of Incorporation shall be the date of filing.

#### ARTICLE VIII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

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Linnea Maloney, President