

N96000003866

JOSEPH M. DIAZ

LAW OFFICE OF
JOSEPH DIAZ

220 EAST MADISON STREET
SUITE 1110
TAMPA, FLORIDA 33602
TELEPHONE (813) 227-7777
TELEFAX (813) 222-0071

July 18, 1996

SONIA S. MILLS
1212 98 Paralegal

FILED

JUL 22 1996

FILED

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation

Dear Sir or Madame:

Enclosed herein for filing is the original and two (2) copies of the Articles of Incorporation for Guidance in Media, Inc. along with a check in the amount of \$122.50 representing the filing fee and a certified copy of the Articles.

After the Articles of Incorporation have been filed, please return a certified copy of same to me in the enclosed, pre-addressed, stamped envelope.

If you should have any questions regarding this matter do not hesitate to contact me at (813) 227-7777 between the hours of 8:30 a.m. and 5:30 p.m.

Thank you for your assistance in this matter.

Sincerely,

Joseph M. Diaz

W96-15491
634

JMD/cs
Enclosure

Carolyn (Secretary) GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principal office
DATE 7-24-96
DOC. EXAM KW

ARTICLES OF INCORPORATION
OF
GUIDANCE IN MEDIA, INC.

FILED
96 JUL 22 11:04
FILE
JUL 24

ARTICLE ONE

The name of the Corporation is "GUIDANCE IN MEDIA, INC."

ARTICLE TWO

DURATION

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these articles with the Department of State.

ARTICLE THREE

PURPOSE

The purpose for which this Corporation is organized is to, not for profit conceptualize and develop non-violent positive theme driven programs with a lesson retention reinforced by original music and music driven history and geography programs for both child and adult audiences.

ARTICLE FOUR

DIRECTORS

There shall be four members of the initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Name	Address
PATRICK W. MC GONIGLE	220 MADISON STREET SUITE 1140 Tampa, Florida 33602
STEPHEN W. MC GONIGLE	220 MADISON STREET SUITE 1140 Tampa, Florida 33602
DAWN KELLY-DIAZ	220 MADISON STREET SUITE 1140 Tampa, Florida 33602
KEN SHIELDS	220 MADISON STREET SUITE 1140 Tampa, Florida 33602

ARTICLE FIVE

ELECTION OF DIRECTORS

The Board of Director shall be elected in a manner stated in the By-Laws.

ARTICLE SIX

MEMBERS

The Corporation shall have Members. Members of the Corporation will be required to meet the following qualifications:

They must meet all of the criteria as set out in the By-Laws regulating membership. Persons meeting such qualifications will be admitted in the following manner: By application to the Corporation; and by a majority vote approval of the Board of Directors approving such applicants.

ARTICLE SEVEN

INCORPORATORS

The names and address of the subscriber of these Articles of Incorporation is:

Name	Address
PATRICK W. MC GONIGLE	220 MADISON STREET SUITE 1140 Tampa, Florida 33602

ARTICLE EIGHT

CONDUCT OF CORPORATE AFFAIRS

The conduct of the affairs of the Corporation will be limited in the following manner: The Corporation will not discriminate on the basis of race, color, creed, religious belief, handicapped people, sex, or any other factors unrelated to need. The Corporation will conduct itself in such a manner as to obtain the goals stated in Article Three herein. Membership may be divided into classes as follows: Class One, Class Two, and Class Three, as further refined and regulated by the By-Laws and in accordance therewith. Voting rights are to be accorded to members of the following class: Class One.

ARTICLE NINE

AMENDMENT TO ARTICLES

Amendments to these Articles must remain in accordance with the procedure established under the non-profit corporation law, under Florida Statutes. The general members of Classes One, Two and Three shall not have the power to amend these Articles. the power to amend these Articles of Incorporation and By-Laws is reserved to the Directors of the Corporation, not withstanding any other provision contained herein.

ARTICLE TEN

The name and post office address of each subscriber to these Articles of Incorporation are as follows:

PATRICK W. MC GONIGLE

220 MADISON STREET SUITE 1140

Tampa, Florida 33602

ARTICLE ELEVEN

The post office address of the corporation and registered agent's office is 220 Madison Street, Suite 1140, Tampa, Florida 33602, and the name of the corporation's initial Registered Agent is Joseph M. Diaz, Esquire. The Board of Directors of the corporation may from time to time move the Registered Agent's office to any other address in the State of Florida.

IN WITNESS WHEREOF, we have subscribed our names this 18th day of July., 1996.

Patrick W. Mc Gonigle
PATRICK W. MC GONIGLE

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

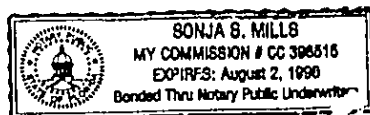
I HEREBY CERTIFY that PATRICK W. MC GONIGLE personally appeared before me Sonja Mills, a Notary Public for the State of Florida, on the 18th day of July, 1996, and is personally known to me or presented DA DL 274328898 as a form of identification, and stated all foregoing facts to be true and accurate.

SWORN TO AND SUBSCRIBED before me this 18th day of July, 1996.

Sonja S. Mills
(Signature of Notary Public)

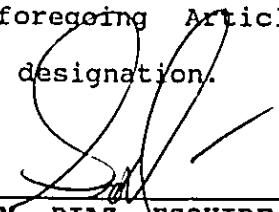
SONJA S. MILLS
(Typed or printed name of Notary Public)

(My commission expires)



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED, as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



JOSEPH M. DIAZ, ESQUIRE
220 MADISON STREET SUITE 1140
Tampa, Florida 33602

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96 JUL 22 " 10:46
FALL

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AMAN & LINS
A PROFESSIONAL ASSOCIATION

Street Address
Paramount Plaza
14502 N. Dale Mabry Hwy.
Suite 314
Tampa, Florida 33618

Phone: (813) 265-0004
Fax: (813) 265-9644

Mailing Address
Post Office Box 271370
Tampa, Florida 33688-1370

Internet
amanlaw@aol.com
dmlins@aol.com
<http://members.aol.com/AmanLinsPA>

JEFFREY A. AMAN
D. MICHAEL LINS

October 8, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attn: Amendment Section

Re: Guidance in Media, Inc.

Dear Sir:

Enclosed please find an original and one copy of Amended Articles of Incorporation of Guidance in Media, Inc., a non-profit corporation. Please file the original Amended Articles and return a file-stamped copy of same to our office in the enclosed self-addressed, stamped envelope. Also enclosed is our check in the amount of \$35.00 representing the cost of filing the Amended Articles.

Thank you for your assistance. Please call if you have any questions.

Very truly yours,

Judy A. Cosgrove

Judy A. Cosgrove
Secretary to Jeffrey A. Aman

/jac

Enclosures

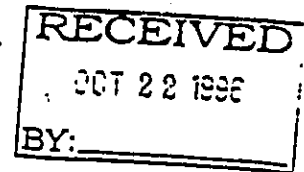
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96 NOV 14 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
KRG
MIS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State



October 16, 1996

JUDY A. COSGROVE, SEC.
AMAN & LINS
PO BOX 271370
TAMPA, FL 33688

SUBJECT: GUIDANCE IN MEDIA, INC.
Ref. Number: N96000003866

We have received your document for GUIDANCE IN MEDIA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes.

✓ THERE IS NO PROVISION IN FLORIDA LAW FOR THE INCORPORATOR TO AMEND THE ARTICLES OF A NONPROFIT CORPORATION.

*Now signed
by chairman
of board of
directors*

✓ If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Done

✓ The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 496A00047406

**AMENDED ARTICLES OF INCORPORATION
OF
GUIDANCE IN MEDIA, INC.
A NON-PROFIT CORPORATION**

FILED
26 NOV 14 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Board of Directors of Guidance in Media, Inc. hereby adopts the following Amended Articles of Incorporation, which shall replace and supercede the original Articles of Incorporation dated July 18, 1996.

ONE: The name of this corporation is GUIDANCE IN MEDIA, INC.

TWO: The name and address of the registered agent of this corporation are: Joseph M. Diaz, 220 Madison Street, Suite 1140, Tampa, Florida 33602.

THREE: The specific purposes for which this corporation is organized are conceptualize and develop non-violent positive theme driven programs with a lesson retention reinforced by original music and music driven educational programs for both child and adult audiences.

This corporation is organized exclusively for one or more of the purposes as specified in 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 corresponding section of any future federal tax code.

FOUR: The number of directors of this corporation is five (5). Their names and address are as follows:

Patrick W. McGonigle
8100 Roswell Road, Suite 101
Atlanta, Georgia 30350

Stephen W. McGonigle
8100 Roswell Road, Suite 101
Atlanta, Georgia 30350

Dawn Kelly-Diaz
3402 Pico Drive
Tampa, Florida 33614

Ken Shields
679 Lamoka Court
Winter Springs, Florida 32708

Kevin C. McGonigle
8100 Roswell Road, Suite 101
Atlanta, Georgia 30350

Election of the Board of Directors shall be as provided in the Bylaws of the corporation.

FIVE: The name and address of the incorporator of this corporation is: Patrick W. McGonigle, 8100 Roswell Road, Suite 101, Atlanta, Georgia 30350.

SIX: The period of duration of this corporation is perpetual.

SEVEN: The corporation shall not have members, and never has had members; therefore, there are no members entitled to vote on this amendment.

EIGHT: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

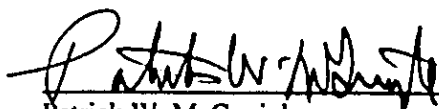
No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and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

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The foregoing Amended Articles of Incorporation were adopted at a duly noticed meeting of the Board of Directors held on November 1, 1996.

GUIDANCE IN MEDIA, INC.

A handwritten signature in dark ink, appearing to read "Patrick W. McGonigle", is written over a horizontal line.

Patrick W. McGonigle
Chairman, Board of Directors