

**LAW OFFICES OF
JACOB E. COLGROVE, P.A.**

**1570 Shadowlawn Drive
Naples, Florida 34104
941/775-4200**

January 13, 2000

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-01/18/00--01092--010
*****70.00 *****70.00

Reincorporation of Free Family Fun, Inc.

Dear Sirs:

Appended hereto please find the properly prepared original Articles of Incorporation of Free Family Fun which I wish to have filed. I have also forwarded a copy of the original Articles such that you may return to me a time-stamped copy.

The cost of filing these Articles will be covered by my client's draft which I have appended hereto and which has been made payable to the Secretary of State in the total amount of Seventy (\$70.00) Dollars.

Please take those steps necessary to file these Articles at your earliest convenience. Once they have been properly filed, please return to me the time-stamped copy.

Thanking you for your consideration, I remain

Very truly yours,

Jacob E. Colgrove

JEC/drk

Encl :

FILED
00 JAN 18 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-25-00

ARTICLES OF INCORPORATION
of
FREE FAMILY FUN, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, for the purpose of forming a corporation under The Florida General Corporation Act, Florida Statutes Chapter 607, hereby adopt the following Articles of Incorporation

ARTICLE I - NAME

This corporation shall be known as FREE FAMILY FUN, INC.

ARTICLE II - DURATION

The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

This corporation may engage in, or transact the business of, television programming and broadcasting, and all business activities related thereto, as well as any and all other lawful business and/or activities for which corporations may be incorporated under the laws of the United States of America, The Florida General Corporation Act, the State of Florida, and/or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation has authority to issue and have outstanding at any time is Seven Thousand Five Hundred (7,500), all of which shall be common shares having a par value of One (\$1.00) Dollar each.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

AND PRINCIPAL OFFICE

The street address of the principal office of the corporation is as follows:

FILED
00 JAN 18 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5221 Old Gallows Way
Naples, Florida 34105

and the name of the initial Registered Agent and his address is as follows:

Ronald L. Napier, Esquire
1570 Shadowlawn Drive
Naples, Florida 3414

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share of the new offering at the price at which it is offered to others.

ARTICLE VII - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of §1244 of the Internal Revenue Code and the regulations listed thereunder and the officers of the corporation shall take such actions as are necessary, proper, and appropriate to accomplish compliance with all applicable law. The stock of this corporation is further intended to qualify under the requirements of Subchapter S of the Internal Revenue Code and the regulations listed thereunder and the officers of the corporation shall take such actions as are necessary, proper, and appropriate to accomplish compliance with all applicable law.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have the following number of directors initially:

Three (3)

Robin N. Barnes
5221 Old Gallows Way
Naples, Florida 34105

Gwyneth Barnes
5221 Old Gallows Way
Naples, Florida 34105

Marc Dincer
5221 Old Gallows Way
Naples, Florida 34105

The number of directors may be either increased or decreased from time to time through appropriate changes in the By-Laws but the number of directors shall never be less than One (1) nor more than Three (3).


ARTICLE IX - INCORPORATOR

The name and address of the persons signing these Articles of Incorporation is:

Robin N. Barnes
5221 Old Gallows Way
Naples, Florida 34105

Gwyneth Barnes
5221 Old Gallows Way
Naples, Florida 34105

IN WITNESS WHEREOF, we have set our hands in subscription of these Articles of Incorporation this 12TH day of JANUARY, 2000.


ROBIN N. BARNES


GWYNETH BARNES

I am familiar with, accept, and will faithfully perform my duties and responsibilities as Registered Agent for said corporation.


RONALD L. NAPIER

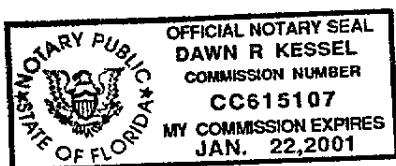
STATE OF FLORIDA

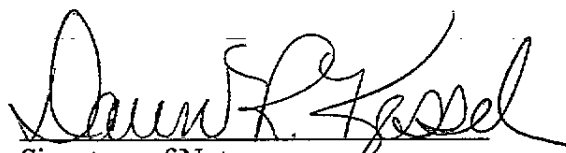
COUNTY OF COLLIER

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BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared ROBIN N. BARNES and GWYNETH BARNES who are personally known to me or who have produced B652-734-44-246-0
B652-280-42-525-0 as identification, and acknowledged that they are the incorporators of the foregoing Articles of Incorporation and that they subscribed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have set my hand and Official Seal this 12th day of JANUARY, 2000.




Signature of Notary

Name of Notary Printed

Serial or Commission Number

My Commission Expires

FILED
JAN 18 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA