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June 20, 2000

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

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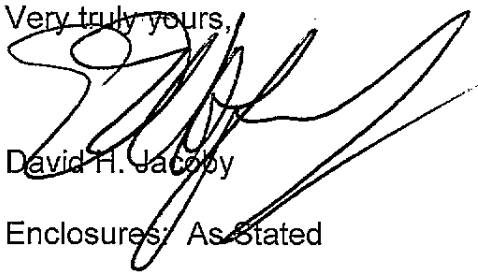
RE: Articles of Incorporation of Tunertoons Productions, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed please find check no. 2053 in the amount of \$70.00 as the required fee to process said documents. Please file same and return a copy of the articles to our office.

Thank you in advance for your prompt attention to this matter.

Very truly yours,



David H. Jacoby

Enclosures: As Stated

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 23 AM 8:35

FILED

F. CHASE

JUN 27 2000

ARTICLES OF INCORPORATION

OF

TURNERTOONS PRODUCTIONS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

ARTICLE I.- NAME

The name of this corporation is TURNERTOONS PRODUCTIONS INC.

ARTICLE II.-NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Hundred (200) shares of common stock.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Two Hundred (\$200.00) Dollars.

ARTICLE V.-TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI.- ADDRESS

The initial address of the principal office of this corporation is: 2124 Algeria St., N.E., Palm Bay, Florida 32905..

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

20 JUN 23 AM 8:35

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ARTICLE VII.- REGISTERED AGENT

The initial registered agent of this corporation is David H. Jacoby, and the initial registered office is 1581 Robert J. Conlan Blvd. N.E., Suite 100, Palm Bay, Florida 32905.

ARTICLE VIII.- DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Stockholders and shall never be less than one (1). The names and addresses members of the Board of Directors are: WILLIAM J. TURNER, 2124 Algeria St., N.E., Palm Bay, Florida 32905.

ARTICLE IX.- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by at least a Fifty-One (51%) Percent vote of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to reservation.

ARTICLE X.- LIMITATIONS ON CORPORATE STOCK


The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other

disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XI. - VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of any or all of his shares.

IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of Incorporation, this 20 day of JUNE, 2000.



William J. Turner
2124 Algeria St., N.E.
Palm Bay, FL 32905

Acceptance by registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



DAVID H. JACOBY - Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this 20th day of June, 2000, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared DAVID H. JACOBY, to me known to be the person described as the Registered Agent, and who are both personally known by me, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation in the aforesaid capacity.



NOTARY PUBLIC

SANDRA DUNN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC887377
EXPIRES 12/25/2003
BONDED THRU ASA 1-888-NOTARY1

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this 20th day of June, 2000, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared WILLIAM J. TURNER, to me known to be the person described as the Incorporator, or who has produced FL/DL as identification and who is personally known by me, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation in the aforesaid capacity.



NOTARY PUBLIC

SANDRA DUNN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC887377
EXPIRES 12/25/2003
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