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CHARLES PERRY, ATTORNEY
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July 8, 2000

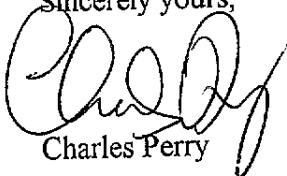
Secretary of State
Division of Corporations
New Filings
PO Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: DOUGLAS HAY & ASSOCIATES, INC.

Enclosed please find the original and one copy of the articles of incorporation for the above company. Please file the articles and send me a stamped copy. Please also send me a certificate of status. A check for \$78.50 is enclosed.. Thank you.

Sincerely yours,


Charles Perry

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ARTICLES OF INCORPORATION

OF

DOUGLAS HAY & ASSOCIATES, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is DOUGLAS HAY & ASSOCIATES, INC.
2. The period of its duration is perpetual.
3. The purpose of the corporation is to engage in licensing and marketing of original works including books, audio recordings, video recordings, toys, TV series, major motion pictures and other ancillary properties; and to engage in any businesses or activities which are permitted under the laws of the United States and the State of Florida.
4. The corporation shall have authority to issue 10,000 shares of one dollar par value common stock.
5. The address of the corporation's initial registered agent and registered office are Douglas A. Hay, 1653 Bravo Drive, Clearwater, FL 33764.
6. The principal office of the corporation is located at 1653 Bravo Drive, Clearwater, FL 33764.
7. The number of directors constituting the initial Board of Directors is two, whose name and address are two: Douglas A. Hay, 1653 Bravo Drive, Clearwater, FL 33764 and Dr. Linda R. Lyden, 1653 Bravo Drive, Clearwater, FL 33764.
8. The name and address of the incorporator is Douglas A. Hay, 1653 Bravo Drive, Clearwater, FL 33764.
9. The Board of Directors shall have authority to adopt a seal and stock certificates for the

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use of the corporation.

10. The corporation shall indemnify each director and officer to the fullest extent permitted by law. The directors will not be personally liable to the corporation or its shareholders for obligations arising out of the performance of the director's duties.

11. Business transactions between the corporation and its officers and directors are allowed.

12. Instruments relating to the transfer of an interest in real estate must be signed by the President or Vice-president and the Secretary or Treasurer.

13. Corporate officers are authorized to open corporate bank accounts, obtain bank loans, and to lease corporate space at 1653 Bravo Drive, Clearwater, FL 33764 from Diane Phillips upon such terms as the officers deem appropriate.

14. Employment agreements will be authorized with the following officers:

Douglas A. Hay

Dr. Linda R. Lyden

15. All matters that requires a vote of the shareholders shall be approved by a simple majority vote. Action may be take without a meeting if a simple majority of the shareholders consent to the action in writing. An amendment to the bylaws shall be approved by a dimple majority vote.

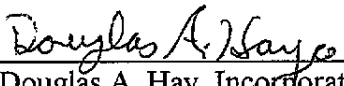
16. Shareholder meeting will be held at the principal place of business unless otherwise specified in a notice to the shareholders.

17. There are three classes of stock: Class A common stock (Voting); Class B Common Stock (Non-Voting) and Preferred Stock (non cumulative with a right to convert to Class B. Stock rights may be further defined in the corporate bylaws.

18. Any business conducted prior to the date of incorporation is confirmed and ratified as the business of the corporation.

19. The directors may approve and adopt health care plans for employees; life insurance benefits for employees; pension or profit-sharing plans; and dental plans. Additional employee benefits may be adopted by the board of directors without amendment to the articles of incorporation. These benefits may be further defined and regulated by the board of directors.

20. Corporate existence shall begin on July 3, 2000.



Douglas A. Hay, Incorporator
1653 Bravo Drive
Clearwater, FL 33764

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

In compliance with Section, 48.901, Florida Statutes, the following is submitted:

1. DOUGLAS HAY & ASSOCIATES, INC.. has named Douglas A. hay as its agent to accept service of process within Florida. The designation is contained in the Articles of Incorporation of such corporation.

2. Having been so named to accept service of process for the above corporation, at the place designated in this certificated, I hereby agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

DATED at Clearwater, Florida on July 8, 2000.

Douglas A. Hay

Douglas A. Hay
1653 Bravo Drive
Clearwater, FL 33764

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