

PO1000008756

LAW OFFICES OF

Mickler & Mickler

5452 ARLINGTON EXPRESSWAY

JACKSONVILLE, FLORIDA 32211

TELEPHONE (904) 725-0822

FACSIMILE (904) 725-0855

E-MAIL: ahm-planman@juno.com

ALBERT H. MICKLER

BRYAN K. MICKLER

January 18, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-01/22/01--01049--002
****122.50 *****78.75

RE: New Corporation

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for a new corporation named Magnolia Video Productions, Inc. together with the Acceptance of Registered Agent. Also enclosed please find my check in the amount of \$122.50 for the corporation fees.

Please call my office collect if any additional information is needed.

Thank you.

Sincerely,

Albert H. Mickler

AHM/bjt

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 22 AM 10:34

1/24/01

EFFECTIVE DATE

01/18/01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

01 JAN 22 AM 10:34

OF

MAGNOLIA VIDEO PRODUCTIONS, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is: MAGNOLIA VIDEO PRODUCTIONS, INC.

ARTICLE II
NATURE OF BUSINESS

This corporation may engage in the operation of a video production business and other business permitted under the laws of the United States or of the State of Florida.

ARTICLE III
AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business shall not be less than FIVE HUNDRED Dollars (\$500.00).

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is FIVE HUNDRED SHARES of common stock, having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE V DURATION

The duration of this corporation shall be perpetual. Corporate existence shall begin at the date of the subscription and acknowledgment hereof, provided that all of the requirements of law are met.

ARTICLE VI ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is:

3500 Via de La Reina
Jacksonville, Florida 32217

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII DIRECTORS

The number of directors which this corporation shall have shall never be less than the minimum number required by law nor more than six. The number may be increased or decreased as provided by the By-Laws from time to time.

ARTICLE VIII INITIAL DIRECTORS

The name and address of the member of the first Board of Directors, which shall consist of one member initially, are:

Jodie Richards
3500 Via de La Reina
Jacksonville, Florida 32217

ARTICLE IX OFFICERS

This corporation shall have the following officers: a President-Secretary and a Vice President and such other officers as may be appointed by the Board of Directors or established by the By-Laws from time to time.

ARTICLE X
SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation are:

Jodie Richards
3500 Via de La Reina
Jacksonville, Florida 32217

ARTICLE XI
POWERS

This corporation shall have the following powers: All powers as are now and as are hereafter conferred upon it by law. The corporation shall continue to have all powers which the law now confers upon it even though the law conferring such power or powers is later amended or repealed. This provision shall be construed to give this corporation the broadest and most comprehensive powers permitted by law.

ARTICLE XII
MISCELLANEOUS

Ownership of Stock in this Corporation shall not be required to make any person eligible to hold office or to become a director or officer in this corporation.

Any subscribers or stockholder present at any meeting, either in person or by proxy, and any director present in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such

meeting unless he or she shall make objection at such meeting to any defect or insufficiency of notice.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and the conditions upon which such compensation shall be paid. Any Director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Unless otherwise provided in the By-Laws, no stockholder shall have a pre-emptive right to purchase his pro rata share of new stock.

Unless otherwise provided in the By-Laws, cumulative voting shall not be permitted.

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director or Officer of this corporation is interested in, or is a Director or Officer of, such other corporation.

No contract or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any Director or Officer of this corporation is in any way connected with such person, firm or corporation.

Any Director of this Corporation, either individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which the corporation is interested.

ARTICLE XIII
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 them to the stockholders, and approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation are made. These Articles of Incorporation may be amended in any other manner permitted by law.

ARTICLE XIV
REGISTERED AGENT

The registered agent of this corporation is Albert H. Mickler, 5452 Arlington Expressway, Jacksonville, FL 32211.

ARTICLE XV
REGISTERED OFFICE

The registered office of this corporation shall be at 5452 Arlington Expressway, Jacksonville, FL 32211.

SIGNED AND EXECUTED at Jacksonville, (Duval County), Florida this 18 day of

January, 2001

Jodie Richards
JODIE RICHARDS

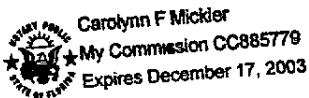
STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE me personally appeared JODIE RICHARDS, who produced the following
identification: personally known
and who being by me known to be the same person identified therein; and she stated that she has
read the foregoing document and that the facts contained therein are true and correct and that she
affixes her signature for the purposes stated herein.

Sworn and subscribed to before me
this 18 day of January, 2001.

Carolynn F. Mickler
Notary Public, State of Florida
My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 22 AM 10:34

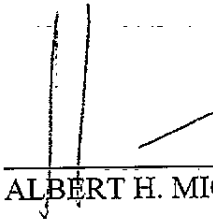
ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF DUVAL

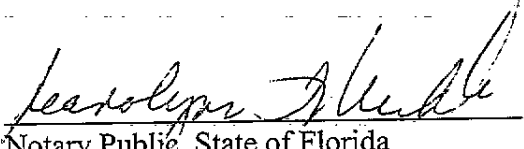
Before me came Albert H. Mickler, who being first duly sworn, deposes and says:


1. That his office is located at 5452 Arlington Expressway, Jacksonville, FL 32211
2. That he accepts the position of Registered Agent for the corporation known as
MAGNOLIA VIDEO PRODUCTIONS, INC.
3. I hereby state that I am familiar with and accept the duties and responsibilities as
registered agent for said corporation.


ALBERT H. MICKLER

I HEREBY CERTIFY that on this 17th day of September, 1998, before me, an officer duly qualified to take acknowledgements, personally appeared ALBERT H. MICKLER, to me known to be the person described in and who executed the foregoing Acceptance and acknowledged before me that he executed same.

WITNESS my hand and seal in the County and State last aforesaid this 18 day of January, 2001.


Notary Public, State of Florida
at Large
My Commission Expires:

 Carolyn F. Mickler
My Commission CC885779
Expires December 17, 2003