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May 7, 2001

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*****78.75 *****78.75

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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RE: Cinema One Productions, Inc.

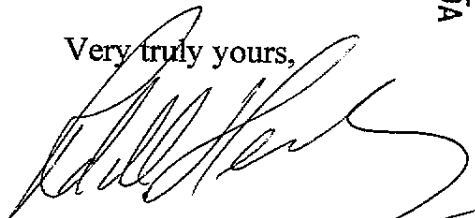
Dear Sir or Madam,

Please find enclosed the original and one copy of the Articles of Incorporation for Cinema One Productions, Inc. Also enclosed is my check in the amount of \$78.75 for the following:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75

Please contact me if there are any questions concerning this matter.

Very truly yours,



Randall W. Henley, Esq.

FILED
01 MAY 10 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CINEMA ONE PRODUCTIONS, INC.

FILED
01 MAY 10 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Cinema One Productions, Inc.
2. The period of its duration is perpetual.
3. The purpose of the corporation is television production under the laws of the United States of America, The State of Florida, and any other country or state in which it may from time to time have occasion to do business. In particular, The purpose of the corporation is television production as the law may permit.
4. The corporation shall have the authority to issue 1000 shares of stock, all of One class, which shall have a par value of \$1.00 per share.
5. The address of the corporation's initial registered office is 206 Monterey Way, Royal Palm Beach, Florida 33411, and the name of it's initial registered Agent at said address is Dennis Huffstutler. The principal address is 206 Monterey Way, Royal Palm Beach, Florida 33411.
6. The number of directors constituting the initial Board of Directors of the Corporation is three (3), whose names and addresses are:

<u>Name</u>	<u>Address</u>
Bob Freeman	206 Monterey Way, Royal Palm Beach, FL 33411
Dennis Huffstutler	206 Monterey Way, Royal Palm Beach, FL 33411
Dara Freeman	206 Monterey Way, Royal Palm Beach, FL 33411

7. The name and the address of insorporator is:


<u>Name</u>	<u>Address</u>
Bob Freeman	206 Monterey Way, Royal Palm Beach, FL 33411

8. Each and every shareholder shall have preemptive rights so as to maintain their Respective percentage interests as herinbefore set forth.

9. The initial officers of the corporation shall be:

<u>Name</u>	
Bob Freeman	President
Dennis Huffstutler	Vice President
Dara Freeman	Secretary


DATED this 30 day of April, 2001


BOB FREEMAN, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared BOB FREEMAN, who Is personally known to me, and who is the person described in and who subscribed the above Articles of Incorporation of CINEMA ONE PRODUCTIONS, INC., and he did freely and Voluntarily acknowledge before me according to law that he made and subscribed the same For the uses and purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and official seal, at West Palm Beach, In said County and State this 30 day of April, 2001.

 Helen F E Chapman
My Commission CC884136
Expires October 31, 2003


NOTARY PUBLIC-STATE OF FL

ACCEPTANCE BY REGISTERED AGENT

I, DENNIS HUFFSTUTLER, hereby accept appointment as registered agent for CINEMA ONE PRODUCTIONS, INC., and hereby acknowledge that I am familiar with, and accept the obligations of Section 607.325, Florida Statutes.


DENNIS HUFFSTUTLER
Registered Agent

FILED
01 MAY 10 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA