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LAW OFFICES  
**DUNCAN & TARDIF, P. A.**  
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May 29, 2002

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

000005662420--8  
-05/31/02--01032--001  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

RE: Articles of Incorporation

Dear Clerk:

Please find enclosed with this letter an original and one (1) copy of Articles of Incorporation for filing. You will also find enclosed our firm check in the amount of \$122.50 which represents the filing fee. Please file the originals and return the copy, stamped "filed" or "received" to me in the return envelope provided.

Thank you for your attention to this matter. Should you have any questions, please feel free to contact me at (941) 334-4574.

Very truly yours,

*Brigitte L. Kenney*

Brigitte L. Kenney  
Legal Assistant

/blk  
Enclosures

FILED  
02 MAY 31 AM 10:37  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

bm 6/3

## **ARTICLES OF INCORPORATION OF THE SOAP OPERA, INC.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

### **ARTICLE I**

**Name:** The name of the corporation is: **THE SOAP OPERA, INC.**

### **ARTICLE II**

**Duration:** The duration of the corporation is perpetual.

### **ARTICLE III**

**Purpose:** The general purposes for which the corporation is organized are as follows:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

### **ARTICLE IV**

**Capital Stock:** The number of shares the corporation is authorized to issue is 500 shares of common stock of a single class and have a par value of \$1.00 per share.

### **ARTICLE V**

**Initial Registered Office and Agent:** The street address of the principal office and the initial Registered Office and the mailing address of the corporation is **1205 Cape Coral Parkway, Cape Coral, Florida 33904**, and the name of its initial Registered Agent at that address is **Kim Meier**.

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02 MAY 31 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VI**

**Initial Board of Directors:** The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

**Kim Meier**  
1205 Cape Coral Parkway  
Cape Coral, Florida 33904

## **ARTICLE VII**

**Incorporator:** The name and addresses of the Incorporator is as follows:

**Kim Meier**  
1205 Cape Coral Parkway  
Cape Coral, Florida 33904

## **ARTICLE VIII**

**Commencement of Corporate Existence:** In accordance with Florida Statutes, the corporate existence begins when these Articles of Incorporation are filed.

## **ARTICLE IX**

**Preemptive Rights:** Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

- A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

- C. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. A written waiver signed by the shareholder may also waive this right.

#### **ARTICLE X**

**Amendment:** The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to these Articles of Incorporation and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 6 day of May, 2002.

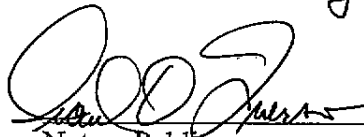
  
KIM MEIER  
Incorporator

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME personally appeared Kim Meier, who produced a Florida driver's license as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed the instrument for the purposes therein expressed.

WITNESS my hand and official seal this 6 day of May, 2002.

  
Notary Public  
Printed Name: Paul O. IVERSON

My commission expires:

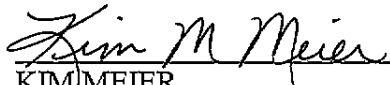


Paul O. Iverson  
Commission # CC 912444  
Expires April 4, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

**ACCEPTANCE BY REGISTERED AGENT  
FOR THE SOAP OPERA, INC.**

The undersigned is familiar with, and hereby accepts the appointment of Registered Agent  
of THE SOAP OPERA, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 6 day of May, 2002.

  
KIM MEIER  
Registered Agent

FILED

02 MAY 31 AM 10:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA