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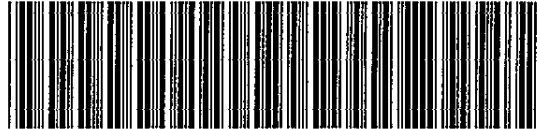
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*[Handwritten signature]*



**Elias & Marino**  
**Attorneys At Law**  
A Partnership of Professional Associations

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John M. Elias  
Admitted KY & FL  
Certified Circuit Court Mediator  
Certified Civil Trial Attorney

Paul J. Marino  
Admitted MD & FL  
Certified Circuit Court Mediator

February 25, 2004

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Q.& A. PRODUCTIONS, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above referenced organization, together with a check in the amount of \$ 70.00 which represents the filing fee.

Please conform the enclosed copy and return it to this office. As always, we appreciate the timely service by your agency in the processing of Articles.

Sincerely,

*Paul J. Marino*

Paul J. Marino  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**Q&A PRODUCTIONS, INC.**

I, the undersigned incorporator, to these Articles of Incorporation, a natural person, competent to contract, hereby make, subscribe, acknowledge and file this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I**  
**NAME OF CORPORATION**  
The name of the corporation is:  
**Q&A PRODUCTIONS, INC.**

**ARTICLE II**  
**PURPOSES OF BUSINESS**

The general character, nature and purposes of the business to be transacted by this corporation is:

- (a) Engage in the production of motion picture films and other theatrical endeavors.
- (b) Produce industrial and commercial films, videos, documentaries and similar electronic media products, including children's educational films and productions.
- (c) To develop various mass media communication programs for use by business, industry, government and the general public.
- (d) To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenance, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any building or other structure on or hereafter erected on any lands or interests in land, and any building or structures, at any time owned or held by the corporation. To buy, sell,

mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

- (e) To acquire by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.
- (f) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidence of indebtedness, and execute such mortgage, transfers of corporate indebtedness as required.
- (g) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (h) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.
- (i) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.
- (j) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

- (k) To engage in any and all lawful businesses, trades, occupations and professions.
- (l) To do any or all things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in the company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference or inference from the terms of any other object, powers or clauses of this Article or any other Articles; but, that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers, and in addition to the powers afforded Florida corporations by law.

### **ARTICLE III**

#### **TERM OF EXISTENCE**

This corporation shall commence existence upon the filing of these Articles of Incorporation with the Secretary of the State of Florida, and shall exist perpetually.

### **ARTICLE IV**

#### **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time, with each having a par value of One (\$1.00) Dollar, is 10,000 shares of common stock.

- (a) Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.
- (b) If any officer, shareholder, agent or employee of the corporation shall attempt to hypothecate or pledge any shares of stock in the corporation to any person or in any manner prohibited by law or by

the Articles of Incorporation or the by-laws of the corporation, make any assignment for the benefit of creditors, or if any except is levied upon or any lien of any kind is imposed upon the shares of stock of any such shareholder, such officer, shareholder, agent or employee shall immediately sever all employment with, and financial interest in, the corporation.

- (c) No shareholder of this corporation and no personal representative of a deceased or incompetent shareholder may sell, transfer, or otherwise dispose of any of his/her shares in the corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale, transfer, or disposition may be made only after the same shall have been approved at a stockholders' meeting specifically called for such purpose, by such proportion, not less than a majority, of the outstanding stock, excluding the shares of stock proposed to be sold, transferred or otherwise disposed of, as may be provided from time to time in the by-laws. In such stockholders' meeting, the shares of stock proposed to be sold, transferred or otherwise disposed of, may not be counted or voted for any purpose.
- (d) No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock, without the expressed approval of the other shareholders.
- (e) No shareholder shall have any preemptive or other preferential right to subscribe for, purchase, or receive any shares of stock of the corporation which it may issue or sell, whether out of the number of shares authorized by the Articles of Incorporation, or any amendment thereto, or out of shares acquired by the corporation after the issuance thereof, nor shall any shareholder as such have any preemptive or other preferential right to subscribe

for, purchase or receive any bonds, debentures, or other obligations or securities which the corporation may issue or sell which are convertible into, or exchangeable for, stock, or to which shall be attached or appertain any option or warranty or other instrument which shall confer upon the holders or owners of such obligation or security the right to subscribe for, purchase, or receive from the corporation any shares of its capital stock.

- (f) At all elections of directors of the corporation, each shareholder shall be entitled to vote as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he or she would be entitled to cast for the election of Directors with respect to his/her shares of stock multiplied by the number of Directors to be elected, and he/she may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he/she may see fit.

## **ARTICLE V**

### **ADDRESS**

The initial street address of the principal office of this corporation shall be:

C/o Eclectic Entertainment Group, Inc.  
1000 Universal Studio Plaza – Building 22A  
Orlando, Florida 32819

The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

## **ARTICLE VI**

### **SUBSCRIBER AND INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is as follows:

NAME  
Nada E. Abdo-Quill

ADDRESS  
662 MAIN ST.  
Dunedin, Florida 34698

**ARTICLE VII**  
**DIRECTORS**

The business of the corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall be fixed by the by-laws of the corporation. In the absence of a by-law fixing the number of Directors, the number shall be two.

**ARTICLE VIII**  
**INITIAL DIRECTORS AND OFFICERS**

The name and street address of each member of the initial Officers and first Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Nada E. Abdo-Quill President/Treasurer	662 MAIN ST. Dunedin, Florida 34698
Michael A. Quill Vice President/Secretary	662 MAIN ST. Dunedin, Florida 34698

The above-named Directors and Officers shall hold office until the first annual meeting of the shareholders, and until their successors shall have been elected and qualified or until their earlier resignation, removal from office, or death.

**ARTICLE IX**  
**REMOVAL OF DIRECTOR**

Any Director of the corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a Director, which vote shall be fixed in the by-laws.



**ARTICLE X**  
**STOCK RESTRICTIONS**

In addition to those restrictions specified above, the stockholders may enter into and adopt by agreement, by-laws or otherwise, limitations upon the transferability or assignment of stock conferring preemptive rights of purchase upon any or all stockholders, as conditions precedent to the sale of stock, provided that reference to any such limitation on transferability shall be noted on the face of the stock certificates of the corporation.

**ARTICLE XI**  
**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 shareholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all the Directors and all of the shareholders 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 this reservation.

**ARTICLE XII**  
**SEVERANCE**

If any phrase, clause, paragraph or provision of these Articles of Incorporation is held void or illegal, it shall not impair or affect the rest of these Articles of Incorporation, and the incorporator does hereby declare that they would have signed and executed the remainder of these Articles without such void or illegal provision.

**ARTICLE XIII**  
**INITIAL REGISTERED OFFICER AND AGENT**

The street address of the initial registered office of this corporation is:

662 MAIN ST.  
Dunedin, Florida 34698

and the name of the initial registered agent of this corporation is:

Michael A. Quill

IN WITNESS WHEREOF, we have hereunto set our hands and seals,  
acknowledged and filed the foregoing Articles of Incorporation under the laws of the  
State of Florida, this 3 day of March, 2004.

  
Nada E. Abdo-Quill

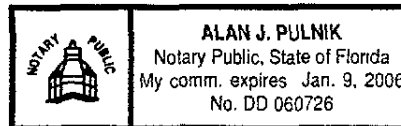
STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, personally appeared Nada E. Abdo-Quill who are personally  
known to me or who produced FL. D.R. L.C. as identification, and who did  
not take an oath.

WITNESS my hand and official seal in the County and State above-named, this  
3<sup>rd</sup> day of March, 2004.

  
NOTARY PUBLIC

My Commission Expires: JAN. 9, 2006



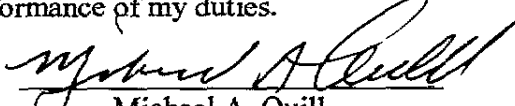
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:  
First, that Q&A Productions, Inc. desiring to organize or qualify under the laws of the  
State of Florida, within its principal place of business at the Pinellas County, State of  
Florida has named Michael A. Quill located at 1326 Stony Brook Lane, Dunedin, Florida  
34698 as its agent to accept service of process within Florida.

  
Nada E. Abdo-Quill

\_\_\_\_\_  
President  
Title  
\_\_\_\_\_  
3/3/04  
Date

Having been named to accept service of process for the above-stated corporation,  
at the place designated in this Certificate, I hereby agree to act in this capacity, and I  
further agree to act in this capacity, and I further agree to comply with the provisions of  
all statutes relative to the proper and complete performance of my duties.

  
Michael A. Quill  
Registered Agent  
\_\_\_\_\_  
3/3/04  
Date

**FILED**  
2004 MAR -5 A 9 43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA