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FLEMING, HAILE, SHAW & GUNDLACH, P.A.
ATTORNEYS

THREE GOLDEN BEAR PLAZA, SUITE 300 11780 U.S. HIGHWAY ONE NORTH PALM BEACH, FLORIDA 33408

> Telephone: (407) 627-8100 Facsimile (407) 622-7603

> > April 25, 1995

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

800001467378 -04/27/95--01117--005 *****70.00 *****70.00

Re: Articles of Incorporation of Penguin Productions, Inc.

Dear Sir or Madam:

Enclosed please find two (2) counterpart executed originals of the Articles of Incorporation of Penguin Productions, Inc. We would appreciate your filing one original Article pursuant to Section 607, Florida Statutes, and date stamp and return to the undersigned the other Article as filed for the Corporation's records. We enclose an addressed, stamped envelope for your convenience in returning the filed date-stamped Articles to the undersigned.

Please note that the Articles of Incorporation include: an effective date of April 24, 1995; a designation of FHS Corporate Services, Inc. as Registered Agent for the Corporation; and FHS Corporate Services' acceptance of the Registered Agent designation.

We also enclose a check payable to the Florida Department of State in the amount of \$70.00 in payment of the \$35.00 filing fee and the \$35.00 Registered Agent designation fee.

Thank you for your attention to this matter.

Sincerely,

FLEMING, HAILE, SHAW

& GUNDLACH, P. A.

B. RECHETER MAY 3 1995

Laura Hollywood

Légal Assistant

Enclosure

TENAMITERONIOTENIOL ANDUSCOSLIB. SAM

PALM BEACH OFFICE: PARK CENTRE • SUITE 100 • 440 ROYAL PALM WAY • PALM BEACH, FL 33480 Telephone: (407) 833-5600 • Facsimile: (407) 833-5604



ARTICLES OF INCORPORATION OF

PENGUIN PRODUCTIONS, INC.

FILED 95 APR 27 PH 1: 33

The undersigned, acting as the Incorporator of a corporation (the "Corporation") under the law DA of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation

- 1 The name of the Corporation is PUNGUIN PRODUCTIONS, INC.
- 2 The initial mailing address of the Corporation is

11780 U. S. Highway One, Suite 300 North Palm Beach, FL 33408

- 3 The Corporation shall have perpetual existence
- 4 The general purpose or purposes for which the Corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act
- 5. The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of common stock having a par value of One Dollar (\$1 00), all of one class
- 6 The address of the initial registered office of the Corporation is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida, 33408. The Registered Agent at that address is FHS Corporate Services, Inc., a Florida corporation.
- 7 The name of the Incorporator is James H Schnare II, and his address is 11780 U S Highway One, Suite 300, North Palm Beach, Florida 33408
- The names and addresses of the individuals who are to serve as the initial directors are as follows

Thorne Donnelley, Jr

152 Hammon Avenue, Palm Beach FL 33480

- 9 The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.
- The date when corporate existence shall begin shall be the date of execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

IN WITNESS WHEREOF, the undersigned has this 24 rt day of April, 1995, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

James H Schnare II, Incorporator

Prepared By James H. Schnare II, Esq., Fla, Bar No. 332739 Fleming, Haile, Shaw & Gundlach, P.A. 11780 U.S. Highway One, Suite 300 North Palm Beach, Florida 33408 (407) 627-F100

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Corporation We are familiar with, and accept, the obligations of, Section 607.0505 of the Florida Statutes.

FHS CORPORATE SERVICES, INC., a Florida corporation

James H. Schnare II

Its President

ACKNOWLEDGMENT

STATE OF FLORIDA

SS:

COUNTY OF PALM BEACH

BEFORE ME, the undersigned, a Notary Public, personally appeared James H. Schnare II, who is personally known to me and known to me to be the Incorporator named in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He is personally known to me.

WITNESS my hand and seal this Add day of April, 1995.

Laura Hollywood

Notary Public State of Florida

SEAL:

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Laura Hollywood My Commission & CC111637 Expirls May 21, 1995 Bonded Thru General Ins. Und.

Prepared By: James H. Schnare H, Esq., Fla. Bar No. 332739 Fleming, Haile Shaw & Gundlach, P.A. 11780 U.S. Hightray One, Suite 300 North Palm Beach, Florida 33408 (407) 627-8100