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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

300001467378
-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.

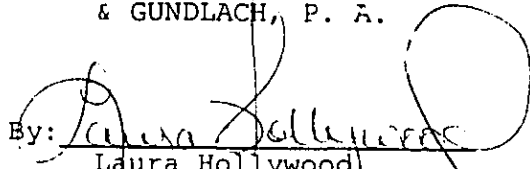
Please note that the Articles of Incorporation include: an effective date of April 24, 1995; a designation of FHS Corporate Services, Inc. as Registered Agent for the Corporation; and FHS Corporate Services' acceptance of the Registered Agent designation.

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.

By: 
Laura Hollywood
Legal Assistant

Enclosure

B. REGISTER MAY 3 1995

TELETYPE UNIT AVAILABLE 11:00 AM - 5:00 PM

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

FILED
95 APR 27 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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) 627-8100

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

By: James H. Schnare II
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 24th day of April, 1995.

Laura Hollywood
Laura Hollywood
Notary Public State of Florida

SEAL:



LAURA HOLLYWOOD
MY COMMISSION # CC111637
EXPIRES MAY 21, 1995
BONDED THRU GENERAL INS. UND.

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
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