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ENTERTAINMENT LAW OFFICES

William L. Whitacre

17 SOUTH MAGNOLIA AVENUE ORLANDO, FLORIDA USA 32801
TELEPHONE (407) 422-4469 FACSIMILE (407) 841-3941

May 1, 1995

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

RECEIVED 14807123
05/03/95--01000--011
***122.50 ***122.50

Re: **FRANKENEGG PRODUCTIONS, INC.**

Enclosed please find an original and one copy of the Articles of Incorporation for the above for profit corporation, and a check in the amount of \$122.50 for the filing fees.

Thank you for your assistance in filing same and returning a certified copy to:

William L. Whitacre
17 South Magnolia Avenue
Orlando, Florida 32801
(407) 422-4469

Very truly yours,



William L. Whitacre

WLW/ww

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**ARTICLES OF INCORPORATION
OF
FRANKENEGG PRODUCTIONS, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be:

FRANKENEGG PRODUCTIONS, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be:

2453 Whispering Maple Drive
Orlando, Florida 32837

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares at a par value of \$1.00 per share.

ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

William L. Whitacre, Esquire
17 South Magnolia Avenue
Orlando, Florida 32801

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence unless
voluntarily dissolved according to law.

ARTICLE VI
INCORPORATOR

The name and street address of the incorporator to these Articles
of Incorporation is:

William L. Whitacre, Esquire
17 South Magnolia Avenue
Orlando, Florida 32801

ARTICLE VII
OFFICERS

The initial officers of the corporation shall be:

President and Treasurer: Pat Tantelo

Vice President and Secretary: Jim Green

ARTICLE VIII
DIRECTORS

There shall be no directors initially. The number of directors may be changed from time to time in accordance with the By Laws.

ARTICLE IX
PURPOSE

The purpose for which this corporation is formed is to conduct all lawful business authorized by the State of Florida and the laws of the United States, including, but not limited to the following:

The rendering of creative design, development and merchandising services in all media, and the acquisition and development of original entertainment material for commercial exploitation in all media, throughout the universe.

ARTICLE X
MANAGEMENT

The affairs of the corporation shall be managed by the shareholders in accordance with the By Laws and rules of procedure adopted at the initial meeting of the Corporation.

The undersigned has executed these Articles of Incorporation this 1st day of May, 1995.

A handwritten signature in cursive script, appearing to read 'W. L. Whitacre', written over a horizontal line.

William L. Whitacre
Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of section 607.0501 Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the Corporation is:

FRANKENEGG PRODUCTIONS, Inc.

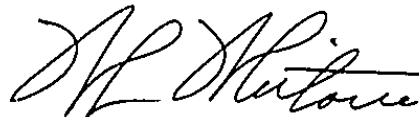
2. The name and address of the registered agent and office is:

William L. Whitacre, Esquire
17 South Magnolia Avenue
Orlando, Florida 32801



William L. Whitacre
Incorporator
May 1, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



William L. Whitacre
Registered Agent
May 1, 1995