

Marshall J. Cooper, P.A.
ATTORNEY AND COUNSEL AT LAW

NationsBank Tower
One Financial Plaza, Suite 1600
Fort Lauderdale, Florida 33394-1697

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Of Counsel to
Benson, Moyle & Chambers

June 27, 1995

Secretary of State
State of Florida
Division of Corporation
The Capitol
Tallahassee, Florida 32302

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****122.50 ****122.50

IN RE: YAHOO PRODUCTIONS, INC.

Gentlemen:

Enclosed herewith please find duplicate original Articles of Incorporation for YAHOO PRODUCTIONS, INC., together with our check in the amount of \$122.50 as and for your filing fee.

Please return a certified copy of the Articles, after filing, to the undersigned in the envelope attached.

We would appreciate your expediting this matter, and, of course, if you have any questions, kindly contact me.

Very truly yours,

Marshall J. Cooper
Marshall J. Cooper

Enclosures

MJC/dln

7/10/95
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ARTICLES OF INCORPORATION
OF
YAHOO PRODUCTIONS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

YAHOO PRODUCTIONS, INC.

The address of the principal office of this corporation shall be 624 W. Tropical Way, Plantation, Florida 33317, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The purpose of this Corporation is to engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Million Shares of common stock having a \$.005 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be 624 W Tropical Way, Plantation, Florida 33317, and the name of the initial registered agent of this Corporation at this address is STEVEN ADELSTEIN

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have no less than two (2) director, initially. The name and street address of the initial members of the Board of Directors is:

STEVEN ADELSTEIN
624 W. Tropical Way
Plantation, Florida 33317

HOWARD M. APPEL
401 City Avenue, Suite 725
Bala Cynwd, Pennsylvania 19004

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his successors are appointed or elected is:

STEVEN ADELSTEIN
624 W. Tropical Way
Plantation, Florida 33317

President

MARSHALL J. COOPER
One Financial Plaza, Suite 1600
Fort Lauderdale, Florida 33394

Assistant Secretary

ARTICLE VIII, INCORPORATOR

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

REALM PRODUCTION AND ENTERTAINMENT, INC.
By: Steven Adelstein, President
624 W. Tropical Way
Plantation, Florida 33317

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 27th day of

June, 1995.

Steven Adelstein
STEVEN ADELSTEIN
President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, STEVEN ADELSTEIN, 624 W. Tropical Way, Plantation, Florida 33317, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Steven Adelstein
STEVEN ADELSTEIN