

DOUGLAS J. SANDERS

ATTORNEY AT LAW

300 N. GENESEE STREET

NEW HAMPSHIRE PLAZA

TALLAHASSEE, FLORIDA 32314

September 1, 1995

Florida Department of Revenue
Divisions of Corporations
P O Box 6227
Tallahassee, FL 32314

Re Initial Filing for Squashed Banana Productions, Inc

Gentlemen

Enclosed please find, for immediate filing, the Articles of Incorporation for Squashed Banana Productions, Inc, a Florida corporation, together with a copy thereof. Please file forthwith, and return a certified copy of the Articles of Incorporation to us, in the enclosed stamped addressed envelope, at your earliest convenience.

As your fee for the filing of the Articles of Incorporation, the Designation of Registered Agent, and the Certified Copy thereof, enclosed please find this firm's check in the amount of \$122.50, payable to the Secretary of State.

Thank you for your cooperation. If you should have any questions, or if I may otherwise be of assistance, please do not hesitate to contact me at (305) 569-9395.

Sincerely,

Douglas J. Sanders

Douglas J. Sanders

DJS/jb

Enclosures

RECEIVED
TALLAHASSEE, FLORIDA

RECEIVED
TALLAHASSEE, FLORIDA

FILED
55 SEP -5 / 11 9 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN SEP - 7 1995

ARTICLES OF INCORPORATION
OF
SQUASHED BANANA PRODUCTIONS, INC.

A Florida Corporation

FILED
95 SEP -5 AM 9 58
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is SQUASHED BANANA PRODUCTIONS, INC

ARTICLE II

DURATION

The corporation shall have perpetual existence

ARTICLE III

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida. The corporation will produce television programming.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value stock

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is One Alhambra Plaza, Suite 620, Coral Gables, FL 33134, and the name of the initial registered agent of the corporation at that address is Douglas J. Sanders. The principal office of the corporation is One Alhambra Plaza, Suite 620, Coral Gables, FL 33134.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall initially have three (3) directors to hold office until the first annual meeting of shareholders and the successors shall have been duly elected and qualified, or until any earlier resignations, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation. The names and addresses of the three (3) initial directors of the corporation are:

NAME

ADDRESS

Joaquin Blaya

11050 Old Cutler Road

Miami, FL 33156

Luca Bentivoglio

201 Crandon Boulevard

Key Biscayne, FL 33149

Douglas J. Sanders

One Alhambra Plaza, Suite 620

Coral Gables, FL 33134

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is

NAME

ADDRESS

Douglas J. Sanders

One Alhambra Plaza, Suite 620

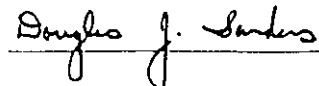
Coral Gables, FL 33134

ARTICLE VIII

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with the law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 1st day of September, 1995.



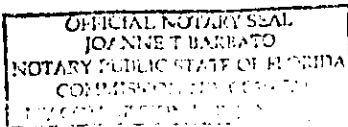
DOUGLAS J. SANDERS

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING ARTICLES OF INCORPORATION were acknowledged to before me,
at Miami, Dade County, Florida, on this 1st day of September, 1995, by Douglas J. Sanders, who
is personally known to me and who did take an oath

Jeanne J. Baruch
NOTARY PUBLIC-STATE OF FLORIDA

My commission expires



ACCEPTANCE
OF
DESIGNATION
AS
REGISTERED AGENT

FILED
95 SEP -5 11 3 58
TALLAHASSEE - FLORIDA

I HEREBY ACCEPT the appointment as the initial registered agent of SQUASHED
BANANA PRODUCTIONS, INC., a Florida corporation, as made in the foregoing
Articles of Incorporation

DATED this 1st day of September, 1995

Douglas J. Sanders
DOUGLAS J. SANDERS
Registered Agent