

# P96000055658

LAW OFFICES  
EDWARD A. HANNA, JR., P.A.

EMERALD HILLS EXECUTIVE PLAZA ONE  
4001 SHERIDAN STREET, FIFTH FLOOR  
HOLLYWOOD, FLORIDA 33021-3401

ALSO ADMITTED FEDERAL,  
PENNSYLVANIA AND  
WASHINGTON, D.C. BARS

DIHOWARD: (305) 903-2211  
N. DIHOWARD: (305) 822-4444  
DADE: (305) 940-4204  
FAX: (305) 903-2227

June 25, 1996

SECRETARY OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

IN RE: FUTURE PROGRAMMING CONCEPTS, INC.  
13791 Oneida Drive, #G3  
Delray Beach, Florida 33426  
CASE NUMBER:  
FILE NUMBER: 96-061101-EAH/CIV  
FILE CODE: RED  
CECN: FUTUR-01.ART;.1

500001879925  
-07/01/96--01006--017  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madame:

Enclosed herewith find the original ARTICLES OF INCORPORATION and two (2) photocopies of same for the above corporation. We have also enclosed our check in the amount of: One Hundred and Twenty Two and Fifty Cents (\$122.50) Dollars to cover the filing fees for the above corporation.

Please file the said ARTICLES and return two (2) certified copies to us by return mail. A self-addressed, stamped envelope is enclosed herewith for your convenience.

If it is at all possible, please expedite this request. Thank you very much for your time and attention to this matter.

Yours Sincerely,

LAW OFFICES OF:  
EDWARD A. HANNA, JR., P.A.

BY:

  
EDWARD A. HANNA, JR., ESQ.  
EAH/lp

FILED  
96 JUN 28 09 4:28  
TALLAHASSEE, FLORIDA

ML 7-1-96

ARTICLES OF INCORPORATION

of

FUTURE PROGRAMMING CONCEPTS, INC.

ORIGINAL  
FILED  
95 JUN 28 PM 4:26  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

The undersigned hereby states, for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporation for profit, as follows:

**ARTICLE I - NAME**

The name of this corporation, (hereinafter referred to as the "Corporation") shall be:

FUTURE PROGRAMMING CONCEPTS, INC.

**ARTICLE II - PURPOSE**

This Corporation is organized for the purpose of providing to Commercial and Public Broadcasting Television Stations and Networks a variety of high quality, commercial and non-commercial Science Fiction, Educational and Dramatic television programming and an assortment of related services, and including, but without limitation:

A. Science Fiction, Educational and Dramatic television programming originated in the United States, England and elsewhere; and,

B. Consulting and advisory services, in all respects, relative to such programming, and including historical research, creation background and statistical information; and,

C. Advice, arrangements and assistance for a variety of self-supporting, revenue generating developmental activities, relative to such programming; and,

Further, however, this Corporation is organized for the purpose of transacting any or all other lawful business activities.

The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference, any powers, objects or purposes which this Corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect, or impliedly by any reasonable construction of said laws.

#### ARTICLE III - DURATION

This Corporation shall have perpetual existence, unless dissolved according to law, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State.

#### ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One-Thousand (1000) shares of stock, each having a par value One (\$1.00) Dollar per share; and to be fully paid in and non-assessable; all of which will be common stock and which shall be designated hereafter: "Common Shares;" and Six-Hundred (600) shares shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold or transferred only in accordance with the By-Laws of this Corporation and this Corporation may from time to time make, and all of said shares of stock subscribed to shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services rendered may be purchased or paid for with the common stock of this Corporation as a just valuation.

#### ARTICLE V - PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is:

FUTURE PROGRAMMING CONCEPTS, INC.  
13791 Oneida Drive, #G3  
Delray Beach, Florida 33426

The name of the initial Registered Agent of this Corporation, located at the above said address, is:

TERRY JAMES "T.J." LUBINSKY

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have six (6) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time consistent with the By-Laws of this Corporation and the Shareholders Agreement. The name, address and departmental titles of the initial Directors, of this Corporation is:

TERRY JAMES "T.J." LUBINSKY, President  
JAMES ULLOM, Vice-President for Operation  
DAN HARRIS, Vice-President for Development  
CAROL EASTERLING, Vice-President for Community Relations  
MARK WODA, Vice-President for Research and Programming Services  
CHANRDA ULLOM, Secretary/Treasurer & Chief of Administration  
13791 Oneida Drive, #G3  
Delray Beach, Florida 33426

ARTICLE VIII - POWERS OF THE DIRECTORS

The Directors may exercise all powers held by this Corporation without limitation, not inconsistent with the laws of the State of Florida, and in particular, they may:

A. Determine upon what terms and conditions certificates of stock which have been lost or destroyed may be replaced or reissued.

B. Make By-Laws for the exercise of corporate powers, the management regulation and government of this Corporation's property and affairs, the transfer of stock and the calling and holding of meetings of its shareholders.

C. Appoint such officers and agents as the affairs of this Corporation shall require, and allow for suitable compensation.

D. Acquire by purchase, gift or other lawful mode, shares of its own capital stock and the capital stock of other corporations.

E. File a plan or any documents required by the Internal Revenue Service under Section 1244, pertaining to small business corporations or "Sub-Chapter S" in the event that the Directors feel it is in the best interests of this Corporation.

#### ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

NAME: TERRY JAMES "T.J." LUBINSKY, President  
ADDRESS: 13791 Oneida Drive, #G3  
Delray Beach, Florida 33426

#### ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

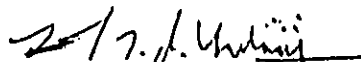
#### ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provision or provisions contained and set forth in these ARTICLES OF INCORPORATION, or any Amendment hereto, and any right conferred upon any Shareholder or Shareholders is subject to this same said reservation.

ARTICLE XII - INITIAL CAPITAL INVESTMENT

The amount of initial investment capital with which this Corporation shall begin business operation One-Thousand and No Cents (\$1000.00) Dollars.

IN WITNESS WHEREOF, the undersigned Subscriber has  
executed these ARTICLES OF INCORPORATION this 25th day of  
June, 1996.

  
Subscriber: TERRY JAMES "T.J." LUBINSKY  
President of the Corporation

This Document was prepared by:

THE LAW OFFICES OF:  
EDWARD A. HANNA, JR., P.A.

By: EDWARD A. HANNA, Jr., Esq.  
Emerald Hills Executive Plaza One  
4601 Sheridan St., Suite #500  
Hollywood, Florida 33021  
(954) 963-2211  
Dade: (305) 949-4204  
North Broward: (305) 522-4444

CERTIFICATE RE:

NOTARIZED EXECUTION OF ARTICLES OF INCORPORATION

NAME OF CORPORATION:

FUTURE PROGRAMMING CONCEPTS, INC.

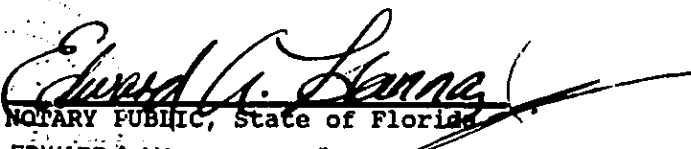
STATE OF FLORIDA     )  
                              )  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared TERRY JAMES "T.J." LUBINSKY, known to me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he/she acknowledged before me that he/she executed those same said ARTICLES OF INCORPORATION for:

FUTURE PROGRAMMING CONCEPTS, INC.  
13791 Oneida Drive, #G3  
Delray Beach, Florida 33426

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid,

this     25th                             June  
          \_\_\_\_\_ day of \_\_\_\_\_, 1996.

  
NOTARY PUBLIC, State of Florida

EDWARD A. HANNA, JR., ESQ.

My Commission Expires:

OFFICIAL NOTARY SEAL  
EDWARD A. HANNA JR  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC241931  
MY COMMISSION EXP. DEC. 7, 1996

This Document was prepared by:

THE LAW OFFICES OF:  
EDWARD A. HANNA, JR., P.A.

By: EDWARD A. HANNA, Jr., Esq.  
Emerald Hills Executive Plaza One  
4601 Sheridan St., Suite #500  
Hollywood, Florida 33021  
(954) 963-2211  
Dade: (305) 949-4204  
North Broward: (305) 522-4444

CERTIFICATE RE:

**SERVICE OF PROCESS  
PLACE OF BUSINESS OR DOMICILE  
and  
REGISTERED AGENT**

FILED  
96 JUN 28 PM 4:28  
CLERK OF DISTRICT COURT  
JANUARY 1996

NAME OF CORPORATION:

**FUTURE PROGRAMMING CONCEPTS, INC.**  
13791 Oneida Drive, #G3  
Delray Beach, Florida 33426

THIS CERTIFICATE IS EXECUTED FOR THE PURPOSE OF DESIGNATING THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND FOR NAMING THE AGENT OF THIS CORPORATION, UPON WHOM PROCESS MAY BE LAWFULLY SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

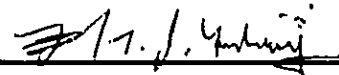
**FIRST, THAT FUTURE PROGRAMMING CONCEPTS, INC.,**  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IS PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**FUTURE PROGRAMMING CONCEPTS, INC.**  
13791 Oneida Drive, #G3  
Delray Beach, Florida 33426

HAS NAMED: TERRY JAMES "T.J." LUBINSKY  
LOCATED AT: 13791 Oneida Drive, #G3  
Delray Beach, Florida 33426

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE



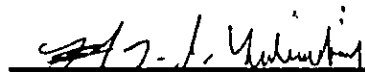
REGISTERED AGENT

TITLE

DATE 25th day of June, 1996.

**SECOND, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.**

SIGNATURE



Resident Agent of the Corporation

DATE: 25th day of June, 1996.



CERTIFICATE RE:

NOTARIZED EXECUTION OF SERVICE OF PROCESS CERTIFICATE

NAME OF CORPORATION:

FUTURE PROGRAMMING CONCEPTS, INC.

STATE OF FLORIDA     )  
                              )  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared: TERRY JAMES "T.J." LUBINSKY, known to me to be the person who executed the foregoing:

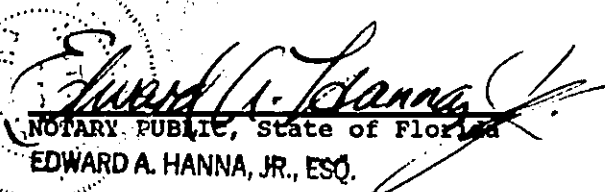
CERTIFICATE RE: SERVICE OF PROCESS

and he/she acknowledged before me that he/she executed the said  
CERTIFICATE RE: SERVICE OF PROCESS, for:

FUTURE PROGRAMMING CONCEPTS, INC.  
13791 Oneida Drive, #G3  
Delray Beach, Florida 33426

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid,

this 25th day of June, 1996.

  
NOTARY PUBLIC, State of Florida

EDWARD A. HANNA, JR., ESQ.

My Commission Expires:

OFFICIAL NOTARY SEAL  
EDWARD A HANNA JR  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC244931  
MY COMMISSION EXP. DEC. 7, 1996

This Document was prepared by:

THE LAW OFFICES OF:  
EDWARD A. HANNA, JR., P.A.

By: EDWARD A. HANNA, Jr., Esq.  
Emerald Hills Executive Plaza One  
4601 Sheridan St., Suite #500  
Hollywood, Florida 33021  
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