

1201 HAYS STREET  
ATLANTA, GA 30309  
(404) 525-1400  
FAX (404) 525-1401

000-141-0000

PA 0000072769

**CSC networks**

PROMPT MAIL  
FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 071979 7109387

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pytko*

RECEIVED  
96 SEP -3 AM 10:47  
DIVISION OF CORPORATION

ORDER DATE : August 30, 1996

ORDER TIME : 8:42 AM

ORDER NO. : 071979

CUSTOMER NO: 7109387

800001937438

CUSTOMER: Mr. Stephen Colangelo  
MR. STEPHEN COLANGELO

907 9th Lane

Lake Worth, FL 33463

DOMESTIC FILING

NAME: CHILDRENS CABLE CHANNEL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP -3 PM 12:40

*9/3/96*

FILED  
STATE  
OFFICE OF CORPORATIONS  
96 SEP -3 PM 12:40

ARTICLES OF INCORPORATION  
OF  
CHILDRENS CABLE CHANNEL, 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:

CHILDRENS CABLE CHANNEL, INC.

The address of the principal office of this corporation shall be 907 9th Lane, Lake Worth, Florida 33463, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

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 two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Stephen Colangelo	3130 Northeast 190 Street, Suite 103 Miami, Florida 33180
Joy Mancuso	3130 Northeast 190 Street, Suite 103 Miami, Florida 33180

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SECRETARY OF STATE  
OFFICE OF CORPORATIONS

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ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these  
Articles of Incorporation on September 3, 1996.

Deborah D. Skipper

It's Agent, Deborah D. Skipper  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper  
Authorized Service Representative  
Corporation Service Company

DGS