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1301 HAYS STREET  
TALLAHASSEE, FL 32304-3607  
800-348-0066  
08/12/96  
08/12/96



PRIEST, HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 080363 85036A

AUTHORIZATION : Patricia Project

COST LIMIT : \$ 70.00

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DIVISION OF CORPORATIONS

ORDER DATE : September 10, 1996

ORDER TIME : 11:32 AM

ORDER NO. : 080363

CUSTOMER NO: 85036A

CUSTOMER: Lori Ammons, Legal Assistant  
JACOBS FORLIZZO & NEAL, P.A.

400001848784

Suite 300  
13577 Feather Sound Drive  
Clearwater, FL 34622

DOMESTIC FILING

NAME: ROACH-SONGSTER VIDEO  
PRODUCTIONS, 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: Deborah Schroder

EXAMINER'S INITIALS:

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9/9/96

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION  
OF  
ROACH-SONGSTER VIDEO PRODUCTIONS, INC.**

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

**ARTICLE I.**

**NAME**

The name of this Corporation is ROACH-SONGSTER VIDEO PRODUCTIONS, INC.

**ARTICLE II.**

**PRINCIPAL OFFICE**

The initial principal address of this Corporation is:

Suite 300, 13577 Feather Sound Drive, Clearwater, FL 34622.

**ARTICLE III.**

**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Richard O. Jacobs

Address: Suite 300, 13577 Feather Sound Drive,  
Clearwater, FL 34622

**ARTICLE IV.**

**INCORPORATOR**

The name and address of the Incorporator of this Corporation are:

Name: Richard O. Jacobs

Address: Suite 300, 13577 Feather Sound Drive,  
Clearwater, FL 34622.

**ARTICLE V.**

**CAPITAL STOCK**

This Corporation is authorized to issue 1,000,000 shares of \$0.01

par value common stock.

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ARTICLE VI.

SHAREHOLDER'S AGREEMENT

The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE VII.

PREEMPTIVE RIGHTS

The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

ARTICLE VIII.

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective upon filing with the state of Florida.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 5th day of September, 1996, for the purpose of organizing this Corporation under the laws of the State of Florida.

  
Richard O. Jacobs

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Date: September 5, 1996

  
Richard O. Jacobs