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LAW OFFICES OF JAMES J. EGAN

7960 ARLINGTON EXPRESSWAY

SUITE 630

JACKSONVILLE, FLORIDA 32211

PHONE (904) 724-1922

FAX (904) 724-9301

October 21, 1996

TERRY J. LIPKO
427 North Summerlin
Orlando, FL 32803

RE: ARTICLES OF INCORPORATION

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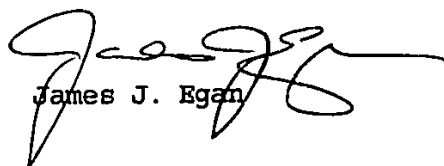
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****122.50 ****122.50

Dear Terry:

Enclosed herein please find the Articles Of Incorporation for "~~T.L.C. Productions, Inc.~~" Please execute the Articles before a notary and forward to the Department of State with the enclosed check in the amount of \$122.50. If you have any questions, please call our office at any time. Your attention to this matter is greatly appreciated.

Very truly yours,


James J. Egan

JJE/dcl
Enclosures

~~503-6472~~
~~110916-24359~~

Dmc
12/26/96

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 26 AM 9:17

FILED

of 12/3/96

LAW OFFICES OF JAMES J. EGAN

7960 ARLINGTON EXPRESSWAY
SUITE 630
JACKSONVILLE, FLORIDA 32211
PHONE (904) 724-1922
FAX (904) 724-9301

December 9, 1996

STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
ATTN: MS. CLARETHA GOLDEN
P.O. Box 6327
Tallahassee, FL 32314

RE: T.L.C. FILM PRODUCTIONS, INC.
Articles of Incorporation

Dear Ms. Golden:

Enclosed herein please find the Articles Of Incorporation for "TSL Enterprises, Inc." which was sent to us in error. The Articles Of Incorporation for T.L.C. Film Productions, Inc. were not sent to us. Thank you for your attention to this matter.

Sincerely,



Doreen C. Lands
Legal Assistant

/dcl
Enclosure

LAW OFFICES OF JAMES J. EGAN

7960 ARLINGTON EXPRESSWAY

SUITE 630

JACKSONVILLE, FLORIDA 32211

PHONE (904) 724-1922

FAX (904) 724-9301

December 24, 1996

STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
ATTN: MS. CLARETHA GOLDEN
P.O. Box 6327
Tallahassee, FL 32314

RE: T.L.C. FILM PRODUCTIONS, INC.
Articles of Incorporation

Dear Ms. Golden:

Enclosed herein please find the Articles Of Incorporation for "T.L.C. Film Productions, Inc." Please note that the cost for this incorporation has already been paid. If you have any questions, please call our office at any time. Thank you for your attention to this matter.

Sincerely,


Doreen C. Lands
Legal Assistant

/dcl
Enclosure

* * * * *

ARTICLES OF INCORPORATION

* * * * *

T.L.C. FILM PRODUCTIONS, INC.

* * * * *

FILED
96 DEC 25 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. CORPORATE NAME: This corporation shall be known as:

"T.L.C. FILM PRODUCTIONS, INC."

II. MAILING ADDRESS AND PRINCIPAL OFFICE ADDRESS: The address of the principal office and mailing address of the corporation shall be:

427 North Summerlin
Orlando, Florida 32803

III. AUTHORIZED SHARES: The number of shares this corporation is authorized to issue is 100 shares.

IV. PREEMPTIVE RIGHTS: Should this corporation authorize the issuance of additional shares, the Articles Of Incorporation shall be amended to address the issue of preemptive rights.

V. REGISTERED AGENT: The corporation's initial registered agent and initial registered office is as follows:

JAMES J. EGAN, ESQUIRE
7960 Arlington Expressway
Suite 630
Jacksonville, Florida 32211

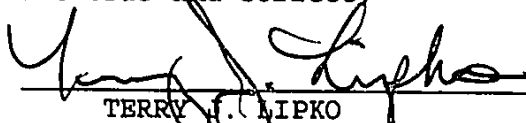
VI. INCORPORATOR: The name and address of each incorporator is as follows:

Terry J. Lipko
427 North Summerlin
Orlando, Florida 32803

VII. PURPOSE OF CORPORATION: The purpose for which this corporation is organized is to transact all lawful business.

VIII. OATH OF INCORPORATOR:

Before me personally appeared TERRY J. LIPKO who after being duly sworn states that the facts and matters contained herein in the Articles Of Incorporation are true and correct.


TERRY J. LIPKO

SWORN TO AND SUBSCRIBED to me this
19th day of December, 1996.



ADELE L. WALKER
My Commission CC569223
Expires Jul. 14, 2000.


Notary Public, State of Florida

Personally known _____

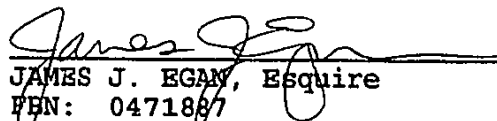
ID. Produced: _____

License

Commission Expires:

IX. ACCEPTANCE BY REGISTERED AGENT:

I, James J. Egan, Esquire, hereby accepts appointment as the registered agent for T.L.C. FILM PRODUCTIONS, INC., pursuant to the provisions of §607.0501(3), Florida Statutes. The undersigned further states that he is familiar with and accepts the obligations of that position.


JAMES J. EGAN, Esquire
FBN: 0471887
1960 Arlington Expressway
Suite 630
Jacksonville, FL 32211
(904) 724-1922