

P96000104058

FILED  
DEC 23 PM 12:11  
CLERK OF STATE  
TAMMSEE, FLORIDA

FROM:

CHILDREN'S CABLE NETWORK OF FLORIDA, INC.  
12360 66<sup>th</sup> Street N. Suite Q  
Largo, FL 33773

DEAR CORPORATIONS DIVISON:

Please find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. A certified check in the amount of \$122.50 for filing fees.

A certified copy is requested, the additional fee of \$52.50 is included in the enclosed certified check.

Please send via FEDERAL EXPRESS all responses, receipts and copies of our paperwork concerning this filing to the following address. A pre-addressed FED EX airbill is enclosed for your convenience.

SEND TO:

TRADEX  
10231 Slater Ave. Suite 103  
Fountain Valley, CA 92708

600002037226--8  
-12/24/96--01114--024  
\*\*\*\*122.50 \*\*\*\*122.50

Thank you very much.

Date: December 18, 1996

*Ellis N. Younger*  
Ellis N. Younger, Incorporator

12/30/96  
JB

December 12, 1996

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Dear Corporations Division:

Enclosed are the applications, documents, and filing fees to establish,

1. Children's Cable Network of Florida, Inc.
2. Children's Cable Network of St. Petersburg/Clearwater L.C..

Please file the documents for the corporation first, and then the documents for the Limited Liability Company once the corporation is filed. Please return the acknowledgment and copies of the filed documents to:

Ellis N. Younger  
10231 Slater Ave. Suite 103  
Fountain Valley, CA 92708

A pre-addressed FED EX airbill is enclosed for your convenience.

Should you have any questions, you can call me toll free at (800) 222-9511.

Thank You for your attention in this matter.

Sincerely,



Ellis N. Younger

96 DEC 23 PM 12:14  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
**CHILDREN'S CABLE NETWORK OF FLORIDA, INC.**

96 DEC 23 PM 12:14  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of Incorporation for the purpose of forming a for-profit corporation.

**Article 1.** The name of the Corporation is :

**CHILDREN'S CABLE NETWORK OF FLORIDA, INC.**

**Article 2.** The principal place of business and mailing address of this corporation is:

12360 66<sup>th</sup> Street N. Suite Q  
Largo, FL 33773

**Article 3.** The corporation is authorized to issue one class of stock, that being 100,000 (One Hundred Thousand ) shares of no par value, common stock, with identical right and privileges, the transfer of which is restricted according to the bylaws of the corporation.

**Article 4.** The name and address of the corporation's initial registered agent is:

Ellis N. Younger  
12360 66<sup>th</sup> Street N. Suite Q  
Largo, FL 33773

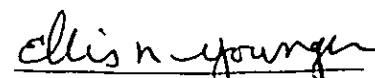
**Article 5.** The name and address of the incorporator of this corporation is:

Ellis N. Younger  
12360 66<sup>th</sup> Street N. Suite Q  
Largo, FL 33773

**Article 6.** No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Dated: December 11, 1996

  
Ellis N. Younger, Incorporator

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED OFFICE AND REGISTERED AGENT  
OF**

**CHILDREN'S CABLE NETWORK OF FLORIDA, INC.**

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

The name and address of the corporation's registered agent and registered office is:

Children's Cable Network of Florida, Inc.  
C/O Ellis N. Younger  
12360 66<sup>th</sup> Street N. Suite Q  
Largo, FL 33773

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Ellis N. Younger, Registered Agent

Date: December 11, 1996

FILED  
96 DEC 23 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000104058

2030 Main Street  
13<sup>th</sup> Floor  
Irvine, CA 92614  
714.378.9500

*CCN Capital Group, Inc.*

April 4, 1997

Florida Department of State  
Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
97 APR 11 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RE: Children's Cable Network of Florida, Inc.  
Registration Number L96000104058

Dear Sirs/Madam:

Enclosed please find a certificate of amendment to the Articles of Incorporation for Children's Cable Network of Florida, Inc. A check is enclosed in the amount of \$96.25 to cover the filing fees.

Please return the Acknowledgment to.

Ellis N. Younger  
CCN Capital Group, Inc.  
10231 Slater Avenue Suite 103  
Fountain Valley, CA 92708

If you have any questions regarding this amendment, you can reach me at (800) 222-9511.

Sincerely,

*Ellis N. Younger*

Ellis N. Younger

900002140279--8  
-04/11/97--01053--001  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

enclosures

*Amend & N/c*

VS APR 15 1997

**FILED**  
97 APR 11 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**CHILDREN'S CABLE NETWORK OF FLORIDA, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendments adopted:

**Article 1:** The name of the corporation is hereby changed to:

**CHILDREN'S TELEVISION NETWORK, INC.**

**Article 2:** The principal place of business and mailing address of this corporation is:

**CHILDREN'S TELEVISION NETWORK, INC.**  
712 South Oregon Avenue  
Tampa, FL 33606

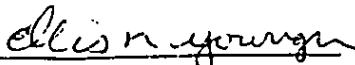
**Article 4:** The name and address of the corporation's registered agent is:

Ellis N. Younger  
712 South Oregon Avenue  
Tampa, FL 33606

**SECOND:** The date of each amendment's adoption is April 1, 1997.

**THIRD:** The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 1<sup>st</sup> day of April 1997.

  
Ellis N. Younger  
President

P96000104058

2080 Main Street  
13<sup>th</sup> Floor  
Irvine, CA 92614  
714.378.9500

*CCN Capital Group, Inc.*

April 4, 1997

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*Ellis N. Younger*

Ellis N. Younger

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-04/11/97--01053--001  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

enclosures

*Amend & N/c*

VS APR 15 1997

FILED  
97 APR 11 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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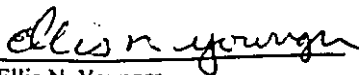
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Signed this 1<sup>st</sup> day of April 1997.

  
Ellis N. Younger  
President



P96000104058



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 13, 1997

CHILDREN'S TELEVISION NETWORK, INC.  
712 SOUTH OREGON AVENUE  
TAMPA, FL 33606

SUBJECT: CHILDREN'S TELEVISION NETWORK, INC.  
Ref. Number: P96000104058

Debit Memo #: 80509-E

This is to inform you that check #1121 in the amount of \$173.75 submitted with the annual report for CHILDREN'S TELEVISION NETWORK, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referring to the above named debit memo number, in the amount of \$188.75 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after October 13, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (850) 487-6057

Pat Bailey  
Accountant I

Letter Number: 597A00040949