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

FROM:

CHILDREN'S CABLE NETWORK OF FLORIDA, INC.
12360 66th 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:

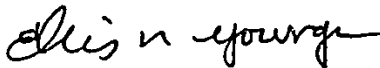
Ellis N. Younger
10231 Slater Ave. Suite 103
Fountain Valley, CA 92708

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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 66th 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 rights 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 66th Street N. Suite Q
Largo, FL 33773

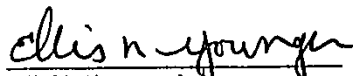
Article 5. The name and address of the incorporator of this corporation is:

Ellis N. Younger
12360 66th 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 66th 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

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TALLAHASSEE, FLORIDA