

P97000059521
J & M Tax Service, Inc.

Prompt - Personal - Professional
2263 NW Boca Raton Blvd. Suite 205 Boca Raton, FL 33431
(407) 750-8299 FAX (407) 750-8330

July 1, 1997

Department of State
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

Dear Sirs:

Enclosed is the Articles of Incorporation for PENN DALY PRODUCTIONS, INC. along with our check for \$122.50.

The corporate name shall read PENN DALY PRODUCTIONS, INC.

Please process promptly and return to our office.

Thank you for your assistance.

Sincerely,

J & M TAX SERVICE, INC.

James G. Mullin, V.P.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PENN DALY PRODUCTIONS, INC.

FILED
97 JUL -7 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Professional Service Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is PENN DALY PRODUCTIONS, INC.

ARTICLE II
PURPOSE

This corporation is organized for the purpose of producing, directing, writing scripts, programming, distribution, developing, promoting and all other related activities for the establishing of audio and video media applications, permitted under the laws of the State of Florida and the United States of America.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE IV
TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
OFFICERS DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The name of the initial officer and director of this corporation is:

Arnold Weiss 2712 Wisconsin Ave. NW #906, Washington, DC 20007
Silvia Lattova 2712 Wisconsin Ave NW #906, Washington DC 20007
Sheila Weiss 5190 D Lake Catalina Dr., Boca Raton, FL 33496

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

ARTICLE VII INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this corporation is James G. Mullin, 2263 N.W. Boca Raton Blvd., #205, Boca Raton, Florida 33431.

ARTICLE VIII INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer of Director, to the full extent permitted by law.

ARTICLE IX CORPORATE ADDRESS

The initial address in the State of principal office of the corporation shall be:

5190 D Lake Catalina Dr., Boca Raton, Fl 33496.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI SUB-CHAPTER S CORPORATION

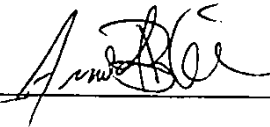
This corporation may elect to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII
INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are:

Arnold Weiss 2712 Wisconsin Ave NW #906, Washington, DC 20007

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4 day of June, 1997.



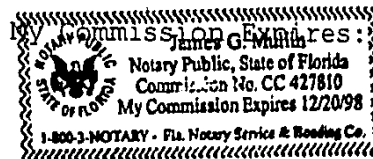
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments, in the State and County aforesaid, personally appeared Arnold Weiss, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same for the purposes there expressed.

IN WITNESS HEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 4 of June, 1997.



Notary Public, State of Florida
at Large



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

1. The name of the Corporation is: PENN DALY PRODUCTIONS, INC.
2. The name and address of the registered agent and office is: JAMES G. MULLIN, 2263 NW Boca Raton Blvd., #205, Boca Raton, FL 33431.

SIGNATURE


(Corporate Officer)

TITLE:

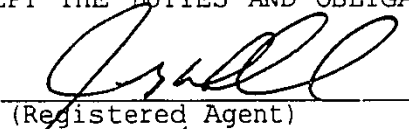
PRESIDENT

DATE:

6/4/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEARBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE:


(Registered Agent)

DATE:

6/4/97

FILED
97 JUL -7 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA