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August 11, 1997

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

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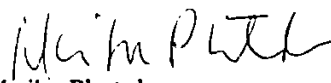
Re: Boy Toy Television Productions, Inc.

To Whom It May Concern:

Enclosed please find check in the amount of \$122.50 for filing fee for Articles of Incorporation; certified copy of same; and Registered Agent Designation in regard to the above referenced case.

Should you have any questions, please do not hesitate to contact the undersigned at the above address and telephone number.

Very truly yours,

  
Marilyn Plantada  
Secretary to Gerald W. Moore

GWM/mp  
Encls.  
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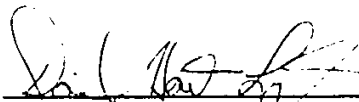
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TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

- ARTICLE I:** The name of this corporation is:  
**BOY TOY TELEVISION PRODUCTIONS, INC.**
- ARTICLE II:** The principal office and mailing address of the corporation shall be: 1500 Bay Road, No. 1137, Miami Beach, FL 33139.
- ARTICLE III:** This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- ARTICLE IV:** The corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- ARTICLE V:** The name of the initial registered agent, and the street address of the initial registered office, of the corporation are: Gerald W. Moore, Esq., 700 N.E. 90 Street, Suite B, Miami, Florida 33138.
- ARTICLE VI:** The number of directors may be increased or decreased from time to time as provided in the by-laws of the corporation. The name and address of the initial director of the corporation is: David Hart Lynch, 1500 Bay Road, No. 1137, Miami Beach, FL 33139.
- ARTICLE VII:** The name and address of the Incorporator of the corporation is: David Hart Lynch, 1500 Bay Road, No. 1137, Miami Beach, FL 33139.
- ARTICLE VIII:** The corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by law.
- ARTICLE IX:** The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8<sup>th</sup> day of August, 1997.

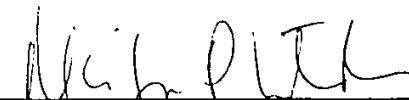
  
David Hart Lynch, Incorporator

STATE OF FLORIDA     )  
                              :  
COUNTY OF DADE     )

Before me, notary public authorized to take acknowledgments in the State and County seat above, personally appeared David Hart Lynch, personally known to me and who did (did not) take an oath.

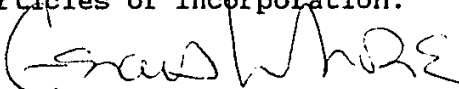
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 8 day of August, 1997.

My commission expires:

  
Notary Public  
State of Florida

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

  
Gerald W. Moore

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

c/tb/boytoy