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LAW OFFICES
DAVID BERCUSON, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 10 PM 2:30

September 8, 1997

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

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****122.50 ****122.50

EFFECTIVE DATE
9-3-97

Re: INTERNATIONAL CHILDREN'S PLAYGROUND, INC.

Dear Secretary:

Enclosed please find an original and one copy of the Articles of Incorporation of INTERNATIONAL CHILDREN'S PLAYGROUND, INC. together with our check in the amount of \$122.50 for payment of all required fees.

Please file these Articles, and return a Certified Copy of same to our office at your earliest convenience.

Very truly yours,

David Bercuson/8/97
David Bercuson, P.A.

DB/jmh
enclosures

D. BROWN SEP 11 1997

Two Datzan Center, Suite 1704 • 9130 South Dadeland Boulevard • Miami, Florida 33156
Telephone (305) 670-0018 Facsimile (305) 670-0019

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ARTICLES OF INCORPORATION
OF
INTERNATIONAL CHILDREN'S PLAYGROUND, INC.

The undersigned hereby associate themselves for the purpose of becoming a Corporation under the laws of the State of Florida (Florida General Corporation Act), as they now exist or may be amended, pursuant to the following Articles of Incorporation:

ARTICLE I

Name and Address. The name and address of this Corporation shall be: INTERNATIONAL CHILDREN'S PLAYGROUND, INC., 9130 South Dadeland Boulevard, Suite #1704, Miami, Florida 33156.

ARTICLE II

Duration. This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

Purpose. The general nature and purpose of the business to be transacted, promoted and carried on is to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do, viz:

- (a) Development, production, marketing, sales and distribution of television programming for children.
- (c) Pursuant to the laws of the State of Florida, to conduct and transact any and all lawful business.

ARTICLE IV

Capital Stock. This Corporation is authorized to issued five thousand (5,000) shares of One Dollar (\$1.00) par value capital common stock which shall be designated "common stock".

ARTICLE V

Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI

Designation of Series. Preferred shares may be issued from time to time in series. All preferred shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors are authorized and required to fix, in the manner to the full extent provided and permitted by law, all provision of the shares of each series set forth below:

- (a) The distinctive designation of all series and the number of shares which shall constitute such series.
- (b) The redemption price or prices, if any, for the shares of each, any or all series.
- (c) The annual rate of dividends payable on the shares of all series and the time and manner of payment.
- (d) The obligation, if any, of the Corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares.
- (e) The rights, if any, of the shareholders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

ARTICLE VII

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by majority vote of the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the Corporation.

ARTICLE VIII

Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

Powers. This Corporation shall have all those rights, powers and duties as delineated in Florida Statutes, Chapter 607, as it now exists or may hereafter be amended; including, but not limited to, the following general powers:

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (c) To have corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

- (f) To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statutes Chapter 607.141, as it now exists or may hereafter be amended.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, states, territory, governmental district, or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates as the Corporation may determine, issue its notes or bonds.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercises the powers granted by this act within or without this State.
- (k) To elect or appoint officers and agents for the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its Directors, Officers and employees, and for any or all of the Directors, Officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE X

Initial Board of Directors. This Corporation shall have four (4) Director(s) initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Director(s) of this Corporation is/are:

<u>Name</u>	<u>Address</u>
EVA PERCAL KRANTZ	9130 SOUTH DADELAND BOULEVARD TWO DATRAN CENTER, SUITE 1704 MIAMI, FLORIDA 33156
FRANCESCA MIRES-DIEDERICH	9130 SOUTH DADELAND BOULEVARD TWO DATRAN CENTER, SUITE 1704 MIAMI, FLORIDA 33156
JEAN-BERNARD DIEDERICH	9130 SOUTH DADELAND BOULEVARD TWO DATRAN CENTER, SUITE 1704 MIAMI, FLORIDA 33156
WARREN M. KRANTZ, M.D.	9130 SOUTH DADELAND BOULEVARD TWO DATRAN CENTER, SUITE 1704 MIAMI, FLORIDA 33156

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
EVA PERCAL KRANTZ	9130 SOUTH DADELAND BOULEVARD TWO DATRAN CENTER, SUITE 1704 MIAMI, FLORIDA 33156

ARTICLE XI

Amendment. This Corporation reserves the right to repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XII

Initial Registered Office and Agent. The name and street address of the Initial Registered Office of this Corporation is David Bercuson, 9130 South Dadeland Boulevard, Two Datan Center, Suite #1704, Miami, Florida 33156. The name of the initial Registered Agent is David Bercuson. Said Agent shall indicate acceptance of said designation by executing these Articles of Incorporation where indicated.

The undersigned subscriber has executed these Articles of Incorporation this 3 day of September, 1997.


EVA PERCAL KRANTZ

STATE OF FLORIDA)

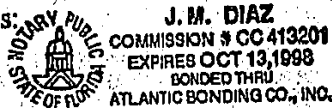
:SS.:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3rd day of September, 1997, by EVA PERCAL KRANTZ, officer of INTERNATIONAL CHILDREN'S PLAYGROUND, INC., who is personally known to me and/or who has produced her Florida Driver's License as identification and who did not take an oath.


J.M. DIAZ
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

I, DAVID BERCUSON, hereby accept the responsibilities as Registered Agent for INTERNATIONAL CHILDREN'S PLAYGROUND, INC.


Registered Agent

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
91 SEP 10 PM 2:30