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of Counsel

William L. Rogers
of Counsel

* Also admitted in Iowa
* Also admitted in Michigan
* Also admitted in New York

† Board Certified
Tax Attorney

August 26, 1997

Return to
RLV ASAP

Attorneys Title Insurance Fund
Attn: Order Department
660 Jefferson Street, Suite 200
Tallahassee, FL 32301

RE: Magic Lantern Media, Inc.

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-09/23/97--01002--016
****122.50 ****122.50

Ladies:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Magic Lantern Media, Inc., together with Check No. 1929 drawn on the account of Burt Caplan in the amount of \$122.50 representing the filing fee due the Secretary of State. Please deliver these Articles to the Secretary of State for filing as soon as possible.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you for your assistance and cooperation.

I understand you will bill our office for your handling fee.

Very truly yours,

TREISER, KOBZA & VOLPE, Chtd.

Michael J. Volpe/mjw
Michael J. Volpe

MJV:mjw

cc: Burt Caplan

FILED
97 SEP 23 AM 9:40 '97
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
SEP 23 AM 9:31

Handwritten initials and date: MJW 9/23

**ARTICLES OF INCORPORATION
OF
MAGIC LANTERN MEDIA, INC.**

FILED
91 SEP 23 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. Name:

The name of this Corporation is **MAGIC LANTERN MEDIA, INC.**

2. Duration.

The period of its duration is perpetual.

3. Purpose and Powers.

This Corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and United States of America.

4. Capital Stock.

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time shall be Seven thousand five hundred (7,500) shares with a par value of ONE (\$1.00) DOLLAR and shall be classified as follows:

Series A Voting Stock - Seven thousand five hundred (7,500) Shares

5. Initial Registered Office and Agent.

The Street address of the initial registered office of the Corporation is 4001 Tamiami Trail North, Suite 330, Naples, Florida 34103, and the name of its initial registered agent at such address is **MICHAEL J. VOLPE**.

6. Place of Business.

The principal place of business of this Corporation shall be located at 3837 Huelva Court, Naples, Florida 34109, and it may have such other places of business within or without the State of Florida, or in foreign countries as may be necessary or convenient and as may be determined by the Board of Directors of this Corporation.

7. Board of Directors.

The business of this Corporation shall be conducted by the Board of Directors, which shall number no less than one (1), nor more than five (5); the exact number to be determined by the By-laws of the Corporation.

The names and addresses of the initial Directors of this Corporation is:

Burt Caplan
3837 Huelva Court
Naples, Florida 34109

Pamela Renee Kellough Booth
3837 Huelva Court
Naples, Florida 34109

Joel Banow
3837 Huelva Court
Naples, Florida 34109

8. Officers.

The name and post office address of the President, Vice President, Secretary and Treasurer who shall hold office for the first year of existence of the Corporation, or until their successors are elected pursuant to the Corporation By-laws are as follows:

Burt Caplan, President
3837 Huelva Court
Naples, Florida 34109

Pamela Renee Kellough Booth,
Secretary/Treasurer
3837 Huelva Court
Naples, Florida 34109

Joel Banow, Vice President
3837 Huelva Court
Naples, Florida 34109

9. Incorporator.

The name and address of the Incorporator signing these Articles of Incorporation is Burt Caplan, 3837 Huelva Court, Naples, Florida 34109.

10. Bylaw Amendment.

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the Shareholders.

11. Indemnification.

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

12. Informal Action of Directors.

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

13. Grant of Rights.

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, series of stock of this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the

treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of the notice from the Corporation.

14. Meetings By Conference Telephone.

Members of the Board of Directors may participate in regular and special meetings of the Board of Directors by means of conference telephone as provided by law.

15. Amendment of Articles.

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

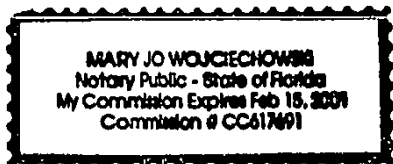
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of September, 1997.

Burt Caplan
BURT CAPLAN

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me this 18th day of September 1997, by BURT CAPLAN, who is (personally known to me) or has produced (driver's license/picture identification) and who (did/did not) take an oath.

My Commission expires:



Mary Jo Wojciechowski
Notary Public (SEAL)
Mary Jo Wojciechowski
Typed or printed name

Articles of Incorporation prepared by:
MICHAEL J. VOLPE, ESQUIRE
TREISER, KOBZA & VOLPE, Chtd.
4001 Tamiami Trail North, Suite 330
Naples, Florida 34103
(941) 649-4900

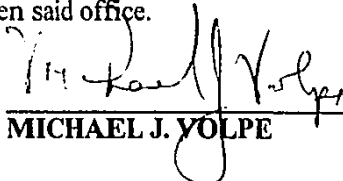
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **MAGIC LANTERN MEDIA, INC.**, desires to organize under the laws of the State of Florida and has named **MICHAEL J. VOLPE** whose address is 4001 Tamiami Trail North, Suite 330, Naples, Florida 34103, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



MICHAEL J. VOLPE

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FILED
37 SEP 23 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA