

P98000038438

LETTER OF TRANSMITTAL

To: Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

In Re: **TOUCAN TELEVISION PRODUCTIONS, INC.**

600002501746--2  
-04/27/98--01125--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen;

Enclosed please find the original and one copy of the Articles of Incorporation for TOUCAN TELEVISION PRODUCTIONS, INC., together with my check for \$ 70.00.

This represents the cost of the Filing Fees, and the fee for Registered Agent Designation for the above named Corporation.

Sincerely,

TOUCAN TELEVISION PRODUCTIONS, INC.  
William W. Hallenbeck, Jr.  
6817 Bluffs Blvd.  
Tampa, Fl. 33617  
813-899-6067

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**  
of  
**TOUCAN TELEVISION PRODUCTIONS, INC.**

The undersigned subscriber(s) to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Florida Business Corporation Act.

**ARTICLE I CORPORATE NAME**

The name of the corporation shall be:

TOUCAN TELEVISION PRODUCTIONS, INC.

**ARTICLE II DURATION**

This corporation shall exist perpetually unless dissolved according to the Laws of the State of Florida.

**ARTICLE III PURPOSE**

The corporation is hereby organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV CAPITAL STOCK**

The corporation is authorized to issue One Hundred (100) shares of Common Stock which shall be designated "Common Shares".

**ARTICLE V INITIAL REGISTERED OFFICE AND AGENT**

The principal office address shall be:

6817 Bluffs Blvd.  
Tampa, Fl. 33617

The mailing address (if different from the above-stated) shall be:

Same

The name and street address of the Initial Registered Agent of this corporation is:

William W. Hallenbeck, Jr.  
6817 Bluffs Blvd.  
Tampa, Fl. 33617

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**ARTICLE VI INITIAL BOARD OF DIRECTORS**

This corporation shall have one director(s) initially. The number of directors may be either 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 the corporation are as follows:

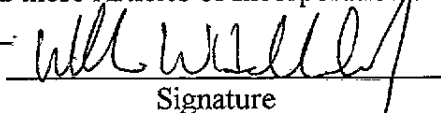
William W. Hallenbeck, Jr. President  
6817 Bluffs Blvd.  
Tampa, Fl. 33617

**ARTICLE VII INCORPORATORS**

The name(s) and address(es) of the incorporator(s) signing these Articles of Incorporation are as follows:

William W. Hallenbeck, Jr. President  
6817 Bluffs Blvd.  
Tampa, Fl. 33617

IN WITNESS WHEREOF, under penalty of perjury, the undersigned subscriber(s) have executed these Articles of Incorporation this 22 day of April 1998.

  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT  
OF**

**TOUCAN TELEVISION PRODUCTIONS, INC.**

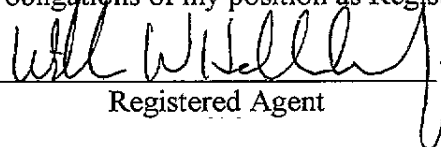
Pursuant to the provisions of section 607.0501 or 617.0501 Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.

The name and address of the of the Registered Agent and Office is as stated immediately below:

William W. Hallenbeck, Jr.  
6817 Bluffs Blvd.  
Tampa, Fl. 33617

**ACKNOWLEDGEMENT**

Having been named as Registered Agent and to accept service of process for the above-stated corporation, at the place designated in this certificate, I, William W. Hallenbeck, Jr., hereby accept the appointment as Registered Agent and agree to act in this capacity. I, William W. Hallenbeck, Jr., 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.

  
Registered Agent

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