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VIA FEDERAL EXPRESS

May 12, 1998

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

800002522318--3
-05/13/98-01100-009
****131.25 ****131.25

Re: New CDH, Inc.

Dear Sir or Madam:

Enclosed herewith for filing are Articles of Incorporation for the above-referenced corporation along with a check for \$131.25 representing the filing fee of \$70 plus a fee of \$8.75 for a Certificate plus a fee of \$52.50 for a certified copy. Please forward the certified copy of the Articles and the Certificate to this office as soon as possible.

Please call collect if there are any questions on this matter.

Very truly yours,


Lawrence Litwak

LL/fd

Enclosure

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98 MAY 13 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/15-98

ARTICLES OF INCORPORATION

OF

NEW CDH, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

New CDH, Inc.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of the corporation shall be 22942 Captain Kidd Lane, Cudjoe Key, Florida 33042-0000, and the mailing address of the corporation shall be the same.

ARTICLE III. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States and the State of Florida, including television production and the carrying on of the business of furnishing entertainment to the public. The corporation may also design, make and stage all kinds of plays and exhibitions, suitable for reproduction as photo-plays, moving pictures, or film, radio or television productions of any kind; may acquire by purchase or in any other way scenarios, plans for photo-plays and manuscripts for plays, may employ those skilled in staging the same, and may do all things necessary in making, developing and exhibiting photo plays, moving pictures and film and radio and television representations; may make, buy, sell, and lease all kinds of photographic and moving picture devices, cameras, broadcasting apparatus, and machinery; and may buy, sell,

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lease, and operate halls, theaters, studios, and other structures suitable for the exhibition of motion pictures and photo-plays, and in such places may give concerts, plays, and public entertainment of all kinds. The corporation may subscribe for, purchase, invest in, hold, own, assign, pledge, and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes, and other securities, obligations, contracts, and evidence of indebtedness of corporations. The corporation may acquire, own, hold, improve, develop, operate, exploit, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, grant security interests in, deal in, and loan or borrow money upon, alone or in conjunction with others, real and personal property, tangible and intangible, of every kind, character and description, or any interest therein, and all kinds and forms of securities, shares of capital stock, script, bonds, debentures, coupons, mortgages, notes, bills of exchange, acceptances, assignments, accounts, fees, evidences of indebtedness, obligations, trust certificates, warrants and certificates issued or created by or being claims against any corporation, association, partnership, syndicate, entity, or person, or governmental, municipal, or public subdivision, district or authority. The corporation may also be a partner in any business enterprise it would have power to conduct by itself and may carry on any permissible business enterprise either alone (whether as a principal, agent, contractor or otherwise), through a wholly or partly owned subsidiary, or in conjunction, through a joint venture or other arrangement, with any corporation, association, limited liability company, trust, firm or individual,

and in addition may act as a General Partner in a Limited Partnership and/or in a General Partnership.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of no-par value common stock.

ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation shall be 22942 Captain Kidd Lane, Cudjoe Key, Florida 33042-0000, and the name of the initial registered agent of the corporation at that address is Alexander G. Langer.

ARTICLE VI. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VII. OFFICERS AND INITIAL BOARD OF DIRECTORS

The name and addresses of the initial Officers and Directors of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Alexander G. Langer President	22942 Captain Kidd Lane Cudjoe Key, Florida 33042-0000
Kelli L. Tuck Treasurer	214 Main Street #340 El Segundo, California 90245
Alexander G. Langer Secretary	22942 Captain Kidd Lane Cudjoe Key, Florida 33042-0000
Alexander G. Langer Director	22942 Captain Kidd Lane Cudjoe Key, Florida 33042-0000
Kelli L. Tuck Director	214 Main Street # 340 El Segundo, California 90245
Laurie J. Roth Director	3547 Highway 155 Coulee Dam, WA 99116

ARTICLE VIII. BY-LAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. INCORPORATOR


The name and street address of the person signing these Articles of Incorporation as incorporator is:

Alexander G. Langer
22942 Captain Kidd Lane
Cudjoe Key, Florida 33042-0000

ARTICLE XI. AGREEMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 12th day of May, 1998.


Alexander G. Langer

11980168

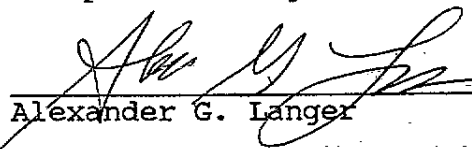
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: New CDH, Inc.
2. The name and address of the registered agent and office is:

Alexander G. Langer
22942 Captain Kidd Lane
Cudjoe Key, Florida 33042-0000

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 hereby accept the appointment as registered agent and agree to act in this capacity. I 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.



Alexander G. Langer

May 12, 1998

Date

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TALLAHASSEE, FLORIDA