

P98000055606

June 17, 1998

600002565126--0  
-06/19/98--01031--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State  
Division of Corporations  
Post Office 6327  
Tallahassee, FL 32314

Re: NATIONAL ENTERTAINMENT GROUP, INC

600002565126--0  
-06/19/98--01031--011  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

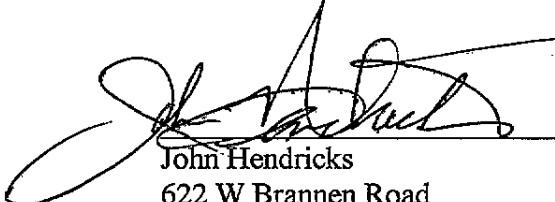
Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of National Entertainment Group, Inc.

Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee, and a separate check in the amount of \$52.50 for 1 certified copy.

Please return the copy, stamped to show the date of filing to the undersigned.

Sincerely,



John Hendricks  
622 W Brannen Road  
Lakeland, FL 33813

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
NATIONAL ENTERTAINMENT GROUP, INC**

**ARTICLE I**

The name of the Corporation is National Entertainment Group, Inc.

**ARTICLE II**

The principal place of business and mailing address of this corporation shall be  
622 W Brannen Road, Lakeland, FL 33813.

**ARTICLE III**

The general nature of the business and the object and purpose of the business proposed to be transacted and carried on are to any and all of the things herein noted, as fully and to the same extent as natural persons might or could do, to wit:

1. To engage in the business of film syndication and other products and services as deemed appropriate.
2. To enter into and perform any/all contracts in which any person, firm, corporation or association may lawfully engage and especially those dealing with all aspects of the above-referenced products and services.
3. To carry on any other lawful business whatsoever in connection with the foregoing or whether calculated directly or indirectly to promote the interest of the corporation or to enhance the value of the properties of the corporation.

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TALLAHASSEE, FLORIDA

4. To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purpose of attainment of any one or more of the objects herein, or which shall at any time appear conducive to or expedient for the protection and benefit of this corporation.
5. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida upon corporations under the provisions of law.

#### ARTICLE IV

The aggregate number of shares which the Corporation has authority to issued is 10,000 shares of common stock with the par value of \$1.00 per share.

#### ARTICLE V

The initial Board of Directors shall consist of John Hendricks as president, Jesse Weatherby as vice president and Elaine Weatherby as director.

#### ARTICLE VI

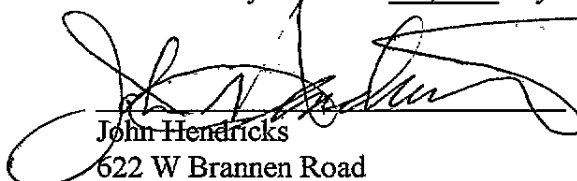
The address of the initial registered office of the Corporation is 622 W Brannen Road, Lakeland, Florida 33813, and the name of the Corporation's initial registered agent for service of process at such address is John Hendricks.

ARTICLE VII

The name and address of the incorporator to these Articles of Incorporation is:

John Hendricks, 622 W Brannen Road, Lakeland, FL 33813.

IN WITNESS WHEREOF, I have hereunto set my hand this 17 day of  
June, 1998.

  
John Hendricks  
622 W Brannen Road  
Lakeland, FL 33813

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE


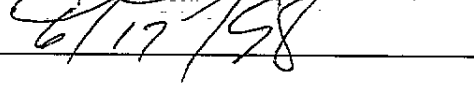
Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: National Entertainment Group, Inc.
2. The name of the registered agent and office is: John Hendricks  
622 W Brannen Road  
Lakeland, FL 33813

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 RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

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