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ROBIN ROSHKIND, P.A.

Robin Roshkind, Attorney at Law
515 North Flagler Dr., Suite 300P
West Palm Beach, Fl. 33401

Phone: 561-835-9091

Fax: 561-802-3858

May 4, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Fl. 32399

200002869612--76
-05/10/99--01117--014
****122.50 *****78.75

RE: Turner Productions, Inc.

To the Secretary of State of Florida:

Enclosed please find two original Articles of Incorporation for the above-named corporation, and a check number 0107 in the amount of \$122.50 for filing fees. Please return certified originals to this office.

Thank you.

ROBIN ROSHKIND, P.A.

Robin Roshkind

Robin Roshkind, Esq. GAVE

AUTHORIZATION BY PHONE TO

CORRECT Name

DATE 5/13

DOC. EXAM Fee

FILED
99 MAY 10 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Fee 5/13

ARTICLES OF INCORPORATION
Turner Productions, Inc.

FILED
99 MAY 10 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is TURNER PRODUCTIONS, INC.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are:

1. To provide production facilities for the creation and distribution of television programming and commercials.
2. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State. To transact any other lawful business for which the corporation may be incorporated under the Florida General Corporation Act or engage in any other trade or business which may be in the opinion of the Board of Directors of the Corporation, advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR

1. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1000). Such shares shall be of a single class and shall have a par value of

ten dollars (\$10.00).

2. No preferences, limitations or relative rights, other than those provided by law, shall exist, in respect of any of the shares of the Corporation or any of the holders thereof.

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 6830 N. Federal Highway, Boca Raton, Florida 33487. The name of its initial Registered Agent at such address is: J.J. WHEELER, ESQUIRE.

ARTICLE SIX

The street address of the Corporation's principal office is: 2425 Presidential Way, Suite 1805, West Palm Beach, Fl. 33401.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the Corporation is no less than one (1) and no more than three (3) directors. The name and address of those persons who are to serve as members of the initial Board of Directors are:

DR. WILLIAM B. TURNER

who resides at 2425 Presidential Way, Suite 1805, West Palm Beach, Fl. 33401

JAN ORAZIO

who resides at 9622A Boca Gardens Parkway, Boca Raton, Fl. 33496

GINA ORAZIO

who resides at 9622A Boca Gardens Parkway, Boca Raton, Fl. 33496

ARTICLE EIGHT

The name and address of the incorporator is: DR. WILLIAM B. TURNER, 2425

Presidential Way, Suite 1805, West Palm Beach, Fl. 33401.

EXECUTED by the undersigned at West Palm Beach, Palm Beach County, Florida, this

6th day of May, 1999.

William B. Turner

Dr. William B. Turner, Incorporator

State of Florida)
)
County of Palm Beach)

BEFORE ME, the undersigned authority, personally appeared DR. WILLIAM B. TURNER, who after being first duly sworn, acknowledged that he executed the foregoing TURNER PRODUCTIONS, INC., a Florida corporation, for the purposes herein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 6th day of May, 1999.

Kathleen J. Barbosa
NOTARY PUBLIC, State of Florida at Large
My commission expires: 3/8/2003



Kathleen J. Barbosa
Commission # GC 815348
Expires Mar. 8, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
99 MAY 10 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION

I, **J.J. WHEELER, ESQUIRE**, hereby accept the designation of **Registered Agent** for
TURNER PRODUCTIONS, INC.



J.J. Wheeler, Esq., Registered Agent