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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 343776 4809298

AUTHORIZATION :

*Patricia Pigott*

COST LIMIT : \$ 70.00

ORDER DATE : August 17, 1999

ORDER TIME : 9:25 AM

ORDER NO. : 343776-005

CUSTOMER NO: 4809298

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CUSTOMER: Ms. Margaret Chow  
RIKER, DANZIG, SCHERER, HYLAND  
RIKER, DANZIG, SCHERER, HYLAND  
Headquarters Plaza II  
One Speedwell Avenue  
Morristown, NJ 07962-1981

DOMESTIC FILING

NAME: PANDA PUBLISHING INC.

*Enterprise S*

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

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       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

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*099-19130*

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 18, 1999

CSC NETWORKS  
6206 MARINA DRIVE  
HOLMES BEACH, FL 34218

SUBJECT: PANDA PUBLISHING, INC.  
Ref. Number: W99000019130

We have received your document for PANDA PUBLISHING, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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**RESUBMIT**  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**PANDA PUBLISHING ENTERPRISES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The corporate name for the corporation (hereinafter called the "corporation") is Panda Publishing Enterprises, Inc.

**SECOND:** The street address of the principal office of the corporation is 6206 Marina Drive, Holmes Beach, FL 34218. The mailing address is the same.

**THIRD:** The number of shares that the corporation is authorized to issue is one thousand (1000), all of which are without par value and are of the same class and are Common Shares.

**FOURTH:** The street address of the initial registered office of the corporation in the State of Florida is 6206 Marina Drive, Holmes Beach, FL 34218.

The name of the initial registered agent of the corporation at the said registered office is Robert Davis.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**FIFTH:** The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Davis	6206 Marina Drive, Holmes Beach, FL 34218

**SIXTH:** The purposes for which the corporation is organized are as follows:

To design, produce, market, distribute and sell children's books and related products and other activities necessary or desirable in connection therewith.

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act and to have all of the general powers granted to a corporation organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

**SEVENTH:** The duration of the corporation shall be perpetual.

**EIGHTH:** The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or to other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

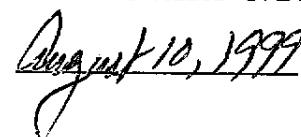
**NINTH:** Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on August 10, 1999.

  
\_\_\_\_\_  
Robert Davis, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

  
\_\_\_\_\_  
ROBERT C. DAVIS

Date: 

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