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JOHN H. MYERS • ATTORNEY AT LAW

2831 Ringling Blvd. • Suite 107-B • Sarasota, FL 34237
Tel (941) 955-2228 • Fax (941) 955-1291

October 6, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

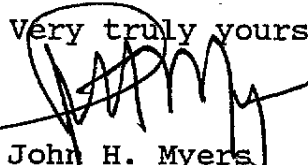
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****122.50 *****78.75

Re: Animation Education Associates, Inc.

Dear Sir/Madam:

Enclosed is the original and a copy of Articles of Incorporation for Animation Education Associates, Inc., together my check in the amount of \$122.50. Please register these Articles and return a certified copy of same to my attention. Thank you.

Very truly yours,


John H. Myers

JHM/mm

enc.

FILED
99 OCT 25 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch OCT 25 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 18, 1999

JOHN H. MYERS ESQ
2831 RINGLING BLVD STE 107-B
SARASOTA, FL 34237

SUBJECT: ANIMATION EDUCATION ASSOCIATES, INC.
Ref. Number: W99000023876

We have received your document for ANIMATION EDUCATION ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 699A00050021

ARTICLES OF INCORPORATION
OF
ANIMATION EDUCATION ASSOCIATES, INC.

FILED
99 OCT 25 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION, the incorporators form a corporation for profit under Florida law.

NAME

The name of this corporation is ANIMATION EDUCATION ASSOCIATES, INC.

ADDRESS

The physical location of the corporation shall be at 84 Arbor Oaks Drive, Sarasota, Florida 34232.

TERM

This corporation shall exist perpetually.

PURPOSE

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Florida law.

STOCK

The corporation is authorized to issue 10,000 shares of common stock with \$1.00 par value. The stockholders may dispose of the authorized and unissued stock from time to time. No stockholder has a preemptive right to purchase unissued, or treasury stock, or securities convertible into or carry a right to subscribe to or acquire stock.

REGISTERED AGENT

The registered agent for this corporation is JOHN H. MYERS, the registered office is located at 2831 Ringling Blvd., B-107,

Sarasota, FL 34237.

DIRECTORS

This corporation shall have no directors. The business of the corporation shall be managed by the stockholders.

INCORPORATORS

Robert J. Melville 84 Arbor Oaks Drive
Sarasota, FL 34232

BY-LAWS

After adoption of the initial by-laws by the stockholders, by-laws may be adopted, amended or repealed by the stockholders of this corporation.

STOCK RESTRICTIONS

By agreement, stockholders and this corporation may restrict or limit the sale or transfer, or both, of stock of this corporation, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The by-laws shall provide for transfer on the corporate books in conformity with this agreement.

DATED on the 7th day of October, 1999.

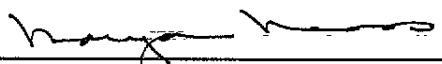


ROBERT J. MELVILLE, Incorporator

STATE OF FLORIDA

COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me on the 7th day of October, 1999, by ROBERT J. MELVILLE.



NOTARY PUBLIC

My Commission Expires:



Maryann Maass
MY COMMISSION # CC691273 EXPIRES
November 21, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CONSENT OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.



JOHN H. MYERS