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Secretary of State
Division of Corporations
Capitol Building
Tallahassee, Florida 32301

Dear Sir:

Enclosed are two (2) copies of the Articles of Incorporation of
Animation Planet, Inc.

and the appointment of a registered agent for filing purposes.

Also enclosed is a check for \$122.50 to cover charter tax, filing fees,
registered agent filing fee, and cost of a certified copy of the articles. Please send a
certified copy to me.

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-11/04/99--01092--006
****122.50 *****78.75

Thank you for your prompt attention to this matter.

Very Sincerely,

Sang H. Harris

P. S. Please send all the documents to:

Sang Harris
800 N. Ferncreek Ave.
Suite 16
Orlando, FL 32803

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ANIMATION PLANET, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME OF THE CORPORATION

The name of the corporation is Animation Planet, Inc.

ARTICLE II

The principal office of the Corporation is located at 3800 U.S. Hwy. 98 North, Lakeland, FL 33809.

ARTICLE III

The street address of the initial registered agent of the Corporation is 11830 Scarecrow Lane, Orlando, FL 32821, and the name of the initial agent at that address is Heun Bae.

ARTICLE IV

The general nature of the business to be transacted by the Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE V

The affairs of this Corporation shall be managed initially by a Board of one (1) Director. The number of Directors may be changed by amendment of the By-laws of the Corporation. The name and address of the person who is to act in the capacity of Director until the selection of his/her successor is:

NAME

Heun Bae

ADDRESS

11830 Scarecrow Lane
Orlando, FL 32821

ARTICLE VI

The affairs of the Corporation shall be managed by a President/Secretary, and such other officers as permitted by the By-laws. The name of the person who shall act as officer of the corporation until the election of his/her successor is:

President/Secretary

Heun Bae

ARTICLE VII

DURATION

The Corporation shall exist perpetually.

ARTICLE VIII

BY-LAWS

The By-laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock (having a par value of \$1.00 per share).

ARTICLE X

INCORPORATOR

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

NAME

Heun Bae

ADDRESS

11830 Scarecrow Lane
Orlando, FL 32821

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by at least a majority of the stockholders entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made.

Incorporator:

Heun Bae

Date:

11/3/99

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me the 3rd day of
November 1999, by Heun Bae, who is personally known to me or who
produced the following form of identification: _____

Given by my hand and official seal the 3rd day of November 1999.

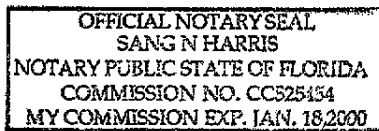
signed _____

Sang N. Harris

Notary Public, State and County
aforesaid.

SEAL:

My Commission expires: Jan 18, 2000



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of
Animation Planet, Inc.

Heun Bae
Heun Bae

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TALLAHASSEE, FLORIDA