

The State of South Carolina,

EXECUTIVE DEPARTMENT

CHARTER BY THE SECRETARY OF STATE

WHEREAS,

ROBERT D. POOLE and CLAUDE FREEMAN

both of

505 Rutherford Street, Greenville, South Carolina

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did on the 29th day of August, 1961, file with the Secretary of State a written Declaration signed by themselves, setting forth:

FIRST: That their names and residences are as above given.

SECOND: That the name of the proposed corporation is POOLE PRODUCTIONS OF THE SOUTHEAST

THIRD: That the principal place of business is 505 Rutherford Street, Greenville, S. C.

FOURTH: That the general nature of the business which it is proposed to do is:

Section 1: The general nature of the business shall be the production, sale, distribution, lease and general use of all type programs and performances for use and transmission by radio, television and phonograph records by means of video tape, film, records, recordings or other means; the employment, engagement, hire and utilization of performers, both professional and amateur, possessing skills and talents suitable for such programs and performances; and to do any and all acts and things necessary to effectuate such purposes.

Section 2: To carry out the foregoing purposes, powers and objectives within an area not greater than (or less than, as the company may elect) or within the borders of, the states of South Carolina, Mississippi, Alabama, Georgia, Tennessee, Florida, North Carolina, Virginia and West Virginia if and when authorized to do so by the various States.

FIFTH: That the amount of the capital stock is Ten Thousand (\$10,000.00)----- Dollars payable in cash, except with respect to Robert D. Poole, who shall be issued certain shares for professional services and skills rendered and to be rendered.

SIXTH: That the number of shares into which the capital stock is divided is Ten Thousand (10,000) of the par value of One (\$1.00) per share----- Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 21st day of August, 1961, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: Robert D. Poole and Claude Freeman

EIGHTH: That subsequently there was elected as President, Robert D. Poole; as Vice-President, Claude Freeman; as Secretary, Claude Freeman; as Treasurer, Robert D. Poole

NINTH: That all requirements of Title 12, Article 1, Chapter 2, Code of Laws of South Carolina, 1952, and all amendments thereto have been duly and fully complied with, 50 per cent. of the aggregate amount of the capital stock having been subscribed by bona fide subscribers, 20 per cent. of the capital stock subscribed having been paid to the Treasurer, and three days' public notice of the intention to file this Declaration with the Secretary of State having been given in The Greenville Piedmont a newspaper published in the County of Greenville

NOW, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested by the aforesaid Code and Acts amendatory thereto, do hereby certify that the said Company has been fully organized according to the laws of South Carolina, under the name and for the purposes indicated in their written declaration, and that they are fully authorized to commence business under their charter; and I do hereby direct that a copy of this certificate be filed and recorded in the office of the Register of Mesne Conveyance or Clerk of Court in each county where such Corporation shall have a business office.

GIVEN under my hand and the seal of the State, at Columbia this 29th day of August, 1961, and in the one hundred and 86th year of the Independence of the United States of America.

O. Frank Thornton Secretary of State.

