

ARTICLES OF INCORPORATION

OF

SABAN/SCHERICK PRODUCTIONS, INC.

FILED

In the office of the Secretary of State
of the State of California

APR 17 1989

I

March Fong Eui
MARCH FONG EUI, Secretary of State

The name of this Corporation is SABAN/SCHERICK PRODUCTIONS, INC.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Ira S. Epstein
c/o Cooper, Epstein & Hurewitz
345 N. Maple Drive 200
Beverly Hills, California 90210

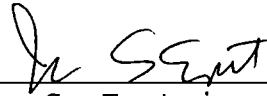
IV

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits of such excess in indemnification set forth in Section 204 of the Corporations Code.

V

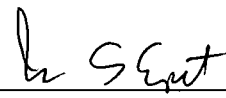
This corporation is authorized to issue one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 10,000.

Dated: April 14, 1989



Ira S. Epstein, Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



Ira S. Epstein