

P980000 83723

LAW OFFICES

GARY R. SASLAW, P.A.

20801 BISCAYNE BOULEVARD

SUITE 304

AVENTURA, FLORIDA 33180-1422

GARY R. SASLAW

OF COUNSEL

WILLIAM J. SEGAL

(305) 682-0200

FAX (305) 682-1800

September 23, 1998

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

900002650439--0  
-09/28/98-01114-005  
\*\*\*122.50 \*\*\*122.50

Re: bigfishmiami, inc.

To Whom This May Concern:

Please find enclosed 2 executed copies of the Articles of Incorporation of bigfishmiami, inc. I have also enclosed a check in the amount of \$122.50 to cover the following:

|                                            |              |
|--------------------------------------------|--------------|
| Filing Articles of Incorporation . . . . . | \$ 35.00     |
| Designation of Registered Agent . . . . .  | 35.00        |
| Certified Copy Fee . . . . .               | <u>52.50</u> |
| TOTAL . . . . .                            | \$122.50     |

Please return a certified copy of the Articles of Incorporation in the envelope provided for your convenience. If you have any questions, please immediately contact the undersigned.

Sincerely,

GARY R. SASLAW, P.A.

Gary Saslaw

wak:gs  
Enclosures

Copy to: Mr. Brent Spector

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 28 AM 9:03

BIVI2203

B. BROCK SEP 29 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 28 AM 9:03

ARTICLES OF INCORPORATION  
OF  
bigfishmiami, inc.

ARTICLE 1

Name

The name of this Corporation shall be bigfishmiami, inc.

ARTICLE 2

Principal Office

The principal place of business and mailing address of the corporation shall be 7621 S.W. 59th Court, Miami, Florida 33143.

ARTICLE 3

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4

Capital Stock

The authorized capital stock, the par value thereof, and the class of such stock shall be as follows:

| <u>NUMBER OF SHARES</u><br><u>AUTHORIZED</u> | <u>PAR VALUE</u><br><u>PER SHARE</u> | <u>CLASS OF</u><br><u>STOCK</u> |
|----------------------------------------------|--------------------------------------|---------------------------------|
| 7,500                                        | \$1.00                               | Voting Common                   |

ARTICLE 5

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 20801 Biscayne Blvd., Suite 304, Aventura, Florida 33180 and the name of the initial registered agent of this Corporation at that address is Gary R. Saslaw.

ARTICLE 6

Initial Board of Directors

The names and addresses of the initial directors of this Corporation are:

Brent Spector      7621 S.W. 59th Court  
Miami, Florida 33143

The number of directors may be either increased or diminished from time to time as provided for by the By-Laws but shall never be less than one.

#### ARTICLE 7

##### Incorporator/Subscriber

The names and addresses of the persons signing these articles are:

|               |                      |
|---------------|----------------------|
| Brent Spector | 7621 S.W. 59th Court |
|               | Miami, Florida 33143 |

#### ARTICLE 8

##### By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE 9

##### Indemnification

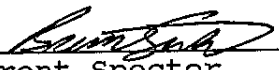
The Corporation shall indemnify, or advance expense to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation; and further provided that, in all cases, such person acted in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The foregoing is subject to and shall not limited any rights granted to the Corporation by the Florida General Corporation Act.

#### ARTICLE 10

##### Amendment

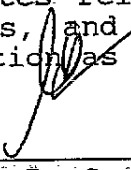
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator/Subscriber has executed these Articles of Incorporation this 22 day of September, 1998.

  
Brent Spector,  
Incorporator/Subscriber

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Dated: SEP 22, 1998

  
Gary R. Saslaw, Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 28 AM 9:03