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TALLAHASSEE, FLORIDA

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FILE

FLORIDA PROFIT CORPORATION OR P.A.

Big Tyme Entertainment International III, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BIG TYME ENTERTAINMENT INTERNATIONAL III, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is **BIG TYME ENTERTAINMENT INTERNATIONAL III, INC.**

**II.
Term of Existence**

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**III.
Principal Office**

The principal office and mailing address of the Corporation is 7019 10th Street South, St. Petersburg, Florida 33705.

**IV.
Capital Stock**

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

Prepared by: Andrew L. McIntosh
Florida Bar No. 0881041
Piper Marbury Rudnick & Wolfe LLP
101 East Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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V.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 7019 10th Street South, St. Petersburg, Florida 33705 and the name of its initial registered agent at such address is Calvin Tucker.

VI.

Directors

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The name and address of the initial director of the Corporation, who will serve until his successor(s) is duly elected and qualified, is:

Name

Address

Calvin Tucker

7019 10th Street South
St. Petersburg, Florida 33705

VII.

Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

Name

Address

Andrew L. McIntosh, Esq.

101 E. Kennedy Boulevard
Suite 2000
Tampa, FL 33602

VIII.

Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

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IX.

Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

X.

Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XI.

Indemnification

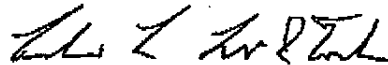
The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XII.

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on December 30, 1999.



Andrew L. McIntosh, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept

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my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 12/30/99

Calvin Tucker
CALVIN TUCKER

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