

ATTORNEYS

MIAMI
PITTSBURGH
WASHINGTON, D.C.

MARCELL FELIPE, J.D.

WASHINGTON, D.C.

PO0000061432

June 16th, 2000

700003299827--3
-06/21/00--01105--003
*****78.75 *****78.75

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
<u>Certified Copy</u>	<u>\$ 8.75</u>
Total	\$78.75

Sincerely,

Marcell Felipe

MF:ac

FILED
00 JUN 21 PM 5:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

$$\frac{1}{\omega^2} \frac{d^2}{dt^2}$$

**ARTICLES OF INCORPORATION
OF
BIG STAGE, INC.**

FILED
00 JUN 21 PM 5:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

ARTICLE I - Name

The name of the corporation is **BIG STAGE, INC.**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be 888 Brickell Ave., 5th Floor, Miami, Florida 33131.

ARTICLE III - Term of Existence

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV - Nature of Business

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

ARTICLE V. - Authorized Shares

(a) **Number.** The Corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of \$1.00 each.

(b) **Preemptive Rights.** Shareholders shall have preemptive rights.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation shall be 888 Brickell Avenue, Fifth Floor, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Marcell Felipe, Esq.

ARTICLE VII - Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first members of the board of directors are:

Name:

Ivan Mejia-Restrepo

Address:

c/o Marcell Felipe, Esq.
888 Brickell Ave., 5th Floor
Miami, FL 33131

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or

repealed by the board of directors.

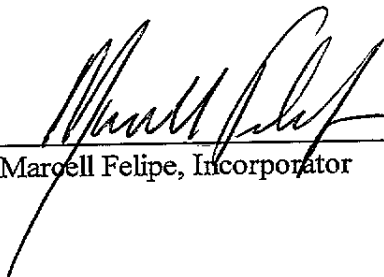
ARTICLE IX - Incorporator

The name and address of the subscriber to these Articles are:

Name:
Marcell Felipe

Address:
888 Brickell Avenue
5th Floor
Miami, Florida 33131

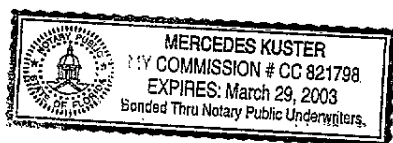
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Miami, State of Florida this 12th day of June, 1999.


 (SEAL)
Marcell Felipe, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared Marcell Felipe, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Miami- Dade County, Florida this 10th day of June, 2000.

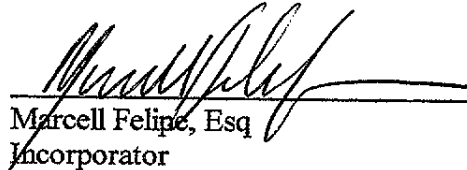



Printed Name: _____
Notary Public, State of Florida
My Commission Expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

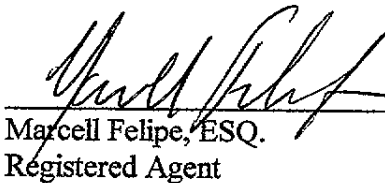
In compliance with Section 48.091, Florida Statutes, the following is submitted:

BIG STAGE, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has named Marcell Felipe, Esq., located at 888 Brickell Avenue, Fifth Floor, Miami, Florida 33131, as its agent to accept service of process within Florida.

 (SEAL)
Marcell Felipe, Esq.
Incorporator

Dated: June 16th, 2000

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

 (SEAL)
Marcell Felipe, ESQ.
Registered Agent

Dated: June 16th, 2000

**ORGANIZATION
OF
BIG STAGE, INC.**

ADOPTION OF MINUTE BOOK

I, the undersigned, MARCELL FELIPE, ESQ., being the original incorporator of the above named corporation, for the purpose of adoption and identification of this book, with the records contained therein, as the original records and minute book of said corporation, have hereunto subscribed my name this 16th day of June, 2000.


MARCELL FELIPE

FILED
00 JUN 21 PM 5:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA