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L. Offices
Stuart M. Smith, P.A.

Mail To:

Post Office Box 2002
Fort Lauderdale, Florida 33303
Fax: (954) 764-2590

Office:

633 Southeast 3rd Avenue, Suite 4F
Fort Lauderdale, Florida 33301
Office: (954) 761-1900

March 26, 2001

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*****78.75 *****78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

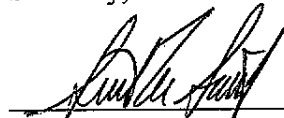
Re: BadaB, Inc.

To Who it May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced entity. Also enclosed is our check number 1291 in the amount of \$78.75, which payment is intended for filing fees and the Certificate of Good Standing.

Thank you for your attention to this matter. Please contact this office with any of your questions or concerns.

Sincerely,


Stuart M. Smith

SMS:bms
Enclosure

01 MAR 28 PM 1:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH 4/2/01

**ARTICLES OF INCORPORATION
OF
BadaB, INC.**

In Compliance with Chapter 607 F.S. (Profit)

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME The name of the corporation shall be:

BadaB, Inc.

ARTICLE II PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be:

**4119 N. State Road 7 / #9117
Fort Lauderdale, Florida 33319**

ARTICLE III PURPOSE: The purpose for which the corporation is organized is:

A Corporation organized under Florida Law engaging in entertainment.

ARTICLE IV SHARES: The number of shares of stock is:

1000 Shares of common stock at a par value of \$0.01 each shall be authorized for issue at this time

ARTICLE V INITIAL DIRECTORS/OFFICERS The name and addresses:

Director / President:

**Charles Friedson
4119 N. State Road 7 / #9117
Fort Lauderdale, Florida 33319**

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and Florida street address of the registered agent are:

**Stuart M. Smith, Esq.
STUART M. SMITH, P.A.
633 S.E. 3rd Avenue / Suite 4-F
Fort Lauderdale, Florida 33301
(954) 761-1900**

ARTICLE VII INCORPORATOR: The name and address of the Incorporator are:

**Stuart M. Smith, Esq.
STUART M. SMITH, P.A.
633 S.E. 3rd Avenue / Suite 4-F
Fort Lauderdale, Florida 33301
(954) 761-1900**

ARTICLE VIII INDEMNIFICATION OF OFFICERS & DIRECTORS:

This corporation specifically holds its directors and officers harmless of any and all errors and omissions and will bear the financial responsibility to defend any and all claims made against the corporation, any individual director or officer in reference to the transaction of corporate affairs.

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. If 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.



Signature/Registered Agent

March 16, 2001

Date



Signature/Incorporator

March 16, 2001

Date

01 MAR 28 PM 1:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA