

# P02000056 119

CHRISTOPHER P. KELLEY, P.A.

TELEPHONE (305) 893-6004  
FACSIMILE (305) 893-7666

ATTORNEY AT LAW  
11098 BISCAYNE BOULEVARD  
SUITE 205  
MIAMI, FLORIDA 33161

EMAIL ADDRESS  
CPKLAW@BELLSOUTH.NET

May 14, 2002

Secretary of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32399

100005574551--6  
-05/20/02--01056--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: ARTICLES OF INCORPORATION  
BADABING VENTURES, INC.

Dear Madam or Sir:

Enclosed please find my check for **\$87.50** and an original and one(1) copy of **Articles of Incorporation of Badabing Ventures, Inc.**

Please return a certified copy of the **Articles of Incorporation** and a **Certificate of Status** for the said corporation to my office. Enclosed is a self-address stamped envelope.

Thank you for your cooperation.

Very truly yours,

  
CHRISTOPHER P. KELLEY

CPK:rd  
Enclosures

\$ 70.00 Arts and Reg Agent (Profit & Non-Profit)  
8.75 w/cert copy  
8.75 w/Cert of Status

FILED  
02 MAY 20 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

4

D. WHITE MAY 21 2002

**ARTICLES OF INCORPORATION  
OF  
BADABING VENTURES, INC.**

FILED  
02 MAY 20 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I  
CORPORATE NAME**

The name of this corporation shall be:

**BADABING VENTURES, INC.**

**ARTICLE II  
DURATION**

This corporation shall commence its existence upon the filing of these Articles of Incorporation, and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III  
PURPOSE**

This corporation, through its officers and employees shall be authorized to engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue a maximum of 7,500.00 shares of stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

This corporation's initial Registered Agent and Registered office in the State of Florida shall be:

**REGISTERED AGENT**

**ADDRESS OF INITIAL REGISTERED OFFICE**

**CHRISTOPHER P. KELLEY**

**11098 Biscayne Boulevard, Suite 205  
Miami, Florida 33161**

ARTICLE VI  
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the stockholders. However, the corporation shall have no less than one (1) Director at any time. The corporation shall have one Director initially.

ARTICLE VII  
INITIAL DIRECTORS

The name and post office address of the first Director(s) of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN LONGMAN	35 N.E. 104 Street Miami Shores, FL 33138
ROCCO MURANDO	304 N.E. 105 Street Miami Shores, FL 33138

The first Director(s) shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII  
INCORPORATION

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
CHRISTOPHER P. KELLEY	11098 Biscayne Boulevard, Suite 205 Miami, Florida 33161

ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13<sup>th</sup> day of May, 2002.

  
CHRISTOPHER P. KELLEY

FILED

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

02 MAY 20 AM 9:19

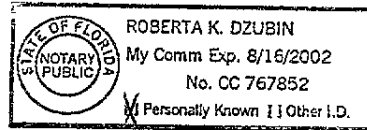
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **CHRISTOPHER P. KELLEY**, personally known to me to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 13<sup>th</sup> day of May, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of FLORIDA at Large

My commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
ACCEPTANCE OF REGISTERED AGENT OF DESIGNATION**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That **BADABING VENTURES, INC.**, is qualified to do business under the laws of the State of Florida with its principal office at 305 N.E. 104 Street, Miami Shores, FL 33138, Miami-Dade County, Florida has appointed:

**CHRISTOPHER P. KELLEY**  
11098 Biscayne Boulevard, Suite 205  
Miami, Florida 33161

as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**CHRISTOPHER P. KELLEY**  
Registered Agent