

02000099244

ACCOUNT NO.: 07210000032

REFERENCE: 742341 4322747

AUTHORIZATION: Patricia Pinito

COST LIMIT : \$ 70.00

ORDER DATE: September 12, 2002

ORDER TIME : 10:52 AM

ORDER NO. : 742341-005

CUSTOMER NO: 4322747

CUSTOMER: Mr. Bruce G. Grossberg

Grubman Indursky & Schindler,

P.c.

152 West 57th Street

31st Floor

XX ARTICLES OF INCORPORATION

New York, NY 10019-3394

DOMESTIC FILING

NAME: BIG AND BOUNCY TOURING, INC.

EFFECTIVE DATE:

CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY _ PLAIN STAMPED COPY ____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

100007731421--8

FILED

ARTICLES OF INCORPORATION

02 SEP 13 PM 12: 55

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

BIG AND BOUNCY TOURING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

499.

BIG AND BOUNCY TOURING, INC.

The address of the principal office of this corporation shall be c/o Gudvi Sussman & Oppenheim, Suite 2100, 15260 Ventura Boulevard, Sherman Oaks, California 91403, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE_IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Ken Craig Dir.	· . ====================================	c/o Gudvi Sussman & Oppenheim Suite 2100 15260 Ventura Boulevard Sherman Oaks, California 91403
Roger Young Dir.	25 -	c/o Gudvi Sussman & Oppenheim Suite 2100 15260 Ventura Boulevard Sherman Oaks, California 91403
Brian Colbert Dir		c/o Gudvi Sussman & Oppenheim Suite 2100 15260 Ventura Boulevard Sherman Oaks, California 91403
Pat McGuire		c/o Gudvi Sussman & Oppenheim

Dir.

Suite 2100

15260 Ventura Boulevard

Sherman Oaks, California 91403

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 2711 Centerville Road Suite 400 Wilmington, Delaware 19808

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on September 12, 2002.

CORPORATION SERVICE COMPANY

By: Melorah M Skipper as its Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware

Corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Kleborah Al Skipper

as its Agent, Deborah D. Skipper