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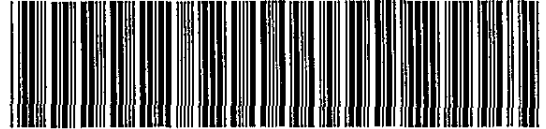
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06/03/04--01021--005 **78.75

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04 JUN -3 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS06/04/04

RAYMOND S. GRIMM, ESQ.
ATTORNEY AND COUNSELOR AT LAW

1800 SECOND STREET SUITE 900
SARASOTA, FLORIDA 34236
RSGRIMMESQ@NETZERO.NET

(941) 906-8353 TELEPHONE
(941) 955-1380 FAX

June 1, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

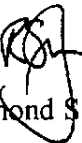
Re: Articles of Incorporation
Raptor Promotions, Inc.

Dear Ladies and Gentlemen:

Enclosed herein is an original and one copy of the Articles of Incorporation and a check in the amount of \$78.75 for the filing fee and certificate of status in regards to the above-referenced new corporation. Also enclosed is an original and one copy of the Certificate of Designation of Registered Agent.

Thank you for your attention in this matter.

Sincerely,


Raymond S. Grimm

RSG
Encl: as stated
cc: Mr. Joel A. Marcus

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RAPTOR PROMOTIONS, INC.

ARTICLE I
CORPORATE NAME

- 1.1 The name of this corporation is RAPTOR PROMOTIONS, INC.
- 1.2 The street address of the initial corporate office of the corporation is 8195 Driggs
West Palm Beach, Fl, 33411. The mailing address of the corporation is the same as the street
address.

ARTICLE II
CAPITALIZATION AND STOCK

- 2.1 The aggregate number of shares that the Corporation shall have authority to issue is one
hundred (100) shares. All such shares shall be designated as common stock.

ARTICLE III.
PREEMPTIVE RIGHTS

- 3.1. Shareholders shall have preemptive rights acquire the corporation's unissued shares.

ARTICLE IV
INITIAL REGISTERED AGENT

- 4.1 The initial registered agent of the corporation is RAYMOND S. GRIMM, ESQ. The initial
registered office of the corporation, which address is identical to the business office of the
registered agent in Florida, is 1800 Second Street, Suite 900, Sarasota, Florida, 34236.

RAYMOND S. GRIMM
ATTORNEY AT LAW
1800 SECOND STREET, Suite 900
Sarasota, FL 34236
(941) 906-8353

1 ARTICLE V.

2 INCORPORATOR

3 5.1 The name and address of the incorporator of the corporation is JOEL A. MARCUS, 8195
4 Driggs Hill, West Palm Beach, Florida, 33411.

5
6 ARTICLE V

7 BOARD OF DIRECTORS

8 5.1 The Board of Directors shall consist of one (1) director. The name and address of the
9 director is JOEL A. MARCUS, 8195 Driggs Hill, West Palm Beach, Fl, 33411.

10 5.2 In the event that the number of directors is increased according to the bylaws of the
11 corporation, all of the directors shall be elected at the annual meeting of the shareholders. There
12 shall be no staggering of terms of the directors.

13 5.3 Unless otherwise provided in these articles or the bylaws of the corporation, the Board of
14 Directors shall have no authority to amend any provision of the articles of incorporation without
15 the majority agreement of the shareholders.

16 5.4 Unless otherwise provided in these articles or the bylaws of the corporation, the Board of
17 Directors shall have no authority to amend or repeal the bylaws of the corporation without the
18 majority consent of each voting group entitled to vote on any proposed amendment.

19 ARTICLE VI

20 STATUTORY CORPORATE POWERS

21 6.1 Pursuant to F.S. 607.0202(3), these articles of incorporation need not set forth any of the
22 statutory corporate powers enumerated in Ch. 607, Florida Statutes, the Florida Business
23

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25
26 RAYMOND S. GRIMM
ATTORNEY AT LAW

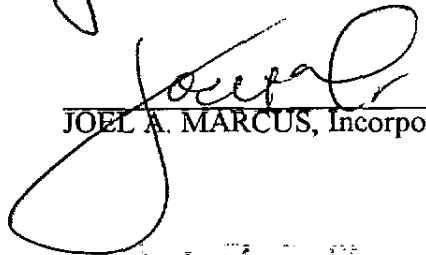
1800 SECOND STREET, Suite 900

Sarasota, FL 34236

(941) 906-8353

1 Corporation Act.

2
3 DATED this 28th day of May, 2004.

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6 _____
7 JOEL A. MARCUS, Incorporator
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27 RAYMOND S. GRIMM
28 ATTORNEY AT LAW

1800 SECOND STREET, Suite 900

Sarasota, FL 34236

(941) 906-8353

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT


Pursuant to the provisions of F.S. Sec. 607.0501, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is RAPTOR PROMOTIONS, INC.

The name and address of the registered agent and office is:

RAYMOND S. GRIMM, ESQ.
1800 Second Street, Suite 900
Sarasota, FL 34236

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. I 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.



RAYMOND S. GRIMM, ESQ.
1800 Second St. Suite 900
Sarasota, FL 34236

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