

LAW OFFICES
NEAL RANDOLPH LEWIS
TWO DATRAN CENTER - SUITE 1609
9130 SOUTH DADELAND BOULEVARD
MIAMI, FLORIDA 33156

PHONE: (305) 670-3305

95 MAR 7 AM 8:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FAX: (305) 670-3319

PT5000019535

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

700001417997
-03/01/95--01025--003
****122.50 ****122.50

ATTENTION: CHARTER DEPARTMENT

Re: Articles of Incorporation for
MAD SQUAD PROMOTIONS, INC.

Dear Sir or Madam:

You will find enclosed herewith an original and one copy of the Articles of Incorporation of MAD SQUAD PROMOTIONS, INC. Also, enclosed is our check in the amount of \$122.50.

Please return a certified copy of the Articles to our office as soon as possible in the enclosed, self-addressed stamped envelope we have provided.

Should you have any questions or if you are unable to process these Articles of Incorporation, please contact this office immediately. Thank you for your cooperation.

Very truly yours,

NEAL R. LEWIS

NRL/ca

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1095-4636
00628
00617
00671
3/2/95
JD



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 2, 1995

NEAL R. LEWIS
9130 SO. DADELAND BLVD. STE. 1609
MIAMI, FL 33156

SUBJECT: MAD SQUAD PROMOTIONS, INC.
Ref. Number: W95000004636

We have received your document for MAD SQUAD PROMOTIONS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 895A00009344

**ARTICLES OF INCORPORATION
OF
MAD SQUAD PROMOTIONS, INC.**

FILED
95 MAR -7 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be:

MAD SQUAD PRODUCTIONS, INC.
9953 S.W. 147th Court
Miami, Florida 33196

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	No Par Value	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that

which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

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

ARTICLE V

The initial registered office of this corporation shall be at 9130 South Dadeland Boulevard, Suite 1609, Miami, Florida 33156, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Neal R. Lewis.

ARTICLE VI

This corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and address of the first Director(s) of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
Michael Izquierdo	14242 S.W. 46th Terrace Miami, Florida 33175
Franz Bleus	9953 S.W. 147th Court Miami, Florida 33196
Eduardo Dominguez	15285 S.W. 143rd Avenue Miami, Florida 33177

Rajiv Subnani

4422 S.W. 151st Place
Miami, Florida 33185

Ruben Brador

12205 S.W. 151st Street
Building J, Apt. 202
Miami, Florida 33176

ARTICLE VIII

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Franz Bleus
(President)

9953 S.W. 147th Court
Miami, Florida 33196

Ruben Brador
(Vice President)

12205 S.W. 151st Street
Building J, Apt. 202
Miami, Florida 33176

Eduardo Dominguez
(Secretary)

15285 S.W. 143rd Avenue
Miami, Florida 33177

Michael Izquierdo
(Treasurer)

14242 S.W. 46th Terrace
Miami, Florida 33175

ARTICLE IX

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE X

The name and address of the incorporator is Neal R. Lewis, of 9130 South Dadeland Boulevard, Suite 1609, Two Datan Center, Miami, Florida 33156.

ARTICLE XI

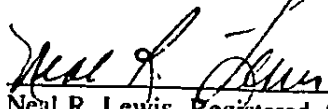
No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any

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

In compliance with the laws of Florida, the following is submitted.

First -- That **MAD SQUAD PRODUCTIONS, INC.**, under the laws of the State of Florida, has named **Neal R. Lewis**, 9130 South Dadeland Boulevard, Suite 1609, Miami, Florida 33156 as its statutory registered agent.

Having named statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Neal R. Lewis, Registered Agent

Dated this 24 day of February, 1995.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
5010-7-14 8:40

P95000019535

LAW OFFICES
NEAL RANDOLPH LEWIS
TWO DATRAN CENTER - SUITE 1009
9130 SOUTH DADELAND BOULEVARD
MIAMI, FLORIDA 33156

PHONE: (305) 670-3305

FAX: (305) 670-3319

April 18, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

ATTENTION: CHARTER DEPARTMENT

Re: Articles of Amendment to the Articles
of Incorporation of MAD SQUAD PROMOTIONS, INC.

80000148888
-05/16/95--01098--010
*****35.00 *****35.00

Dear Sir or Madam:

You will find enclosed herewith an original and one copy of the Articles of Amendment to the Articles of Incorporation of MAD SQUAD PROMOTIONS, INC. Also, enclosed is our check in the amount of \$35.00 representing the fee for this Amendment.

Please return a certified copy of the Amended Articles to our office as soon as possible in the enclosed, self-addressed stamped envelope we have provided.

Should you have any questions or if you are unable to process these Articles of Incorporation, please contact this office immediately. Thank you for your cooperation.

Very truly yours,


NEAL R. LEWIS

NRL/ca

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FILED
95 MAY 16 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
MAD SQUAD PROMOTIONS, INC.**

FILED
95 MAY 16 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is MAD SQUAD PROMOTIONS, INC.
2. The following amendment to the Articles of Incorporation was adopted by all of the stockholders and all of the directors of the corporation on March 20, 1995, in the manner prescribed by the Florida General Corporation Act and the Articles of Incorporation:

Article I of the Articles of Incorporation of said corporation be amended so that, as amended, it shall read as follows:

ARTICLE I

The name and address of this corporation shall be:

MAD SQUAD PRODUCTIONS, INC.
9953 S. W. 147th Court
Miami, Florida 33196

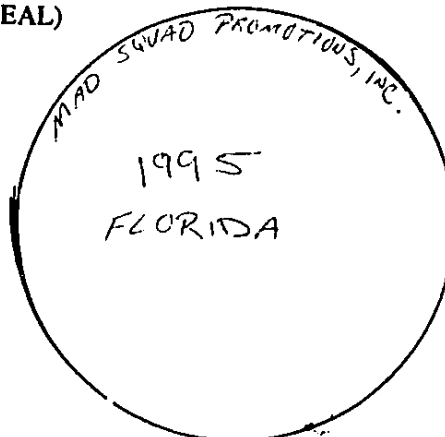
Dated this 12th day of April, 1995.

MAD SQUAD PROMOTIONS, INC.

By: [Signature]
Franz Bleus
President

Attest: [Signature] VP/Sec.
Eduardo Dominguez

(SEAL)



STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged to before me this 12th day of April, 1995,
by Franz Bleus and Eduardo Dominguez, as President and Secretary, respectively of MAD
SQUAD PROMOTIONS, INC., who is personally known to me to who has produced
drivers license as identification and who did take an oath.

My Commission Expires:

Milagros D. Rodriguez
Notary Public, State of Florida
at Large

MILAGROS D. RODRIGUEZ

Printed Name of Notary

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES NOV. 7, 1995
BONDED THRU GENERAL INDEMNITY

P95000019535

LAW OFFICES
NEAL RANDOLPH LEWIS
TWO DATRAN CENTER - SUITE 1609
9130 SOUTH DADELAND BOULEVARD
MIAMI, FLORIDA 33156

PHONE: (305) 670-3305

FAX: (305) 670-3319

June 22, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

ATTENTION: CHARTER DEPARTMENT

Re: Articles of Amendment to the Articles
of Incorporation of MAD SQUAD PROMOTIONS, INC.

Dear Sir or Madam:

You will find enclosed herewith our check in the amount of \$52.00, along with a copy of your letter dated May 19, 1995 and a filed stamped copy of the Articles of Amendment to the Articles of Incorporation of MAD SQUAD PROMOTIONS, INC.

Please return a certified copy of the Amended Articles to our office as soon as possible in the enclosed, self-addressed stamped envelope we have provided.

Should you have any questions or if you are unable to process these Articles of Incorporation, please contact this office immediately. Thank you for your cooperation.

Very truly yours,

Neal R. Lewis
NEAL R. LEWIS

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NRL/ca

Linda

CADOCSEAILYSECSTATELTR

\$52.50 for CC (cert)

ltr # 595400025818

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95 JUN 29 PM 5:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA