

P96000002596

100 HAVEN STREET
TAL. (AMSTEL) 12100
904-222-0103 FAX

RECEIVED

96 JAN -9 AM 11:26

DIVISION OF CORPORATION



ACCOUNT NO. : 0721000000032

REFERENCE : 796291 95340

AUTHORIZATION : Patricia Pizots

COST LIMIT : \$ 70.00

ORDER DATE : January 9, 1996

ORDER TIME : 10:22 AM

ORDER NO. : 796291

900001682693

CUSTOMER NO: 95340

CUSTOMER: Robert Arlen, Esq
ROBERT M. ARLEN, P.A.

Suite 200
1501 Corporate Drive
Boynton Beach, FL 33435

DOMESTIC FILING

NAME: BIG FUTURES, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry E. Davis

EXAMINER'S INITIALS:

FILED
96 JAN -9 PM 2:26
DIVISION OF CORPORATION
TALLAHASSEE, FL 32304

SAB
1/9/96

FILED

96 JAN -9 PM 2:20

ARTICLES OF INCORPORATION
OF
BIG FUTURES, INC.

CLERK OF COURT
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be BIG FUTURES, INC..

ARTICLE II
COMMENCEMENT-DURATION

Corporate existence shall commence upon the filing of these Articles. The duration of BIG FUTURES, INC. shall be perpetual.

ARTICLE III
PURPOSE

The general purposes for which BIG FUTURES, INC. is organized are:

A. To engage in the business of publishing books, tapes, and other media, conducting seminars and training programs, and engaging in consulting, regarding business development and management.

B. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of BIG FUTURES, INC. be advantageously carried on in connection with, or ancillary to, the foregoing business.

C. To do such other things as are incidental to the foregoing of necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which BIG FUTURES, INC. is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

**ARTICLE V
CORPORATE OFFICES AND AGENT**

Principal Office:

The initial principal office of the Corporation is 1501 CORPORATE DRIVE, SUITE 200, BOYNTON BEACH, FL 33426.

Initial Registered Office and Agent:

The street address of the initial registered office of the Corporation is 1501 CORPORATE DRIVE, SUITE 200, BOYNTON BEACH, FL 33426 and the name of it's initial registered agent at such address is ROBERT M. ARLEN.

**ARTICLE VI
OFFICERS AND DIRECTORS**

The number of Directors of BIG FUTURES, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of BIG FUTURES, INC. is one (1). The names and addresses of the people who are to serve as the initial Board of Directors and as the intial officers of BIG FUTURES, INC. are as follows:

NAME	ROBERT M. ARLEN
ADDRESS	832 DOVER STREET
CITY, STATE, ZIP	BOCA RATON, FL 33487

Director/President/Secretary/Treasurer

**ARTICLE VII
INCORPORATOR**

The Incorporator of BIG FUTURES, INC. is Robert M. Arlen whose address is 1501 Corporate Drive, Suite 200, Boynton Beach, Florida 33426.

**ARTICLE VIII
CUMULATIVE VOTING**

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him/her, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or distributes them on the same principle among as many candidates as he/she shall think fit.

**ARTICLE IX
PREEMPTIVE RIGHTS**

Each shareholder of BIG FUTURES, INC. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of BIG FUTURES, INC. convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

**ARTICLE X
CHANGE OF CORPORATE FORM**

The affirmative vote of a majority of the issued and outstanding shares of BIG FUTURES, INC. shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of BIG FUTURES, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of BIG FUTURES, INC. or to voluntarily dissolve, liquidate or wind up its affairs.

**ARTICLE XI
SHAREHOLDERS AGREEMENTS**

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of BIG FUTURES, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of BIG FUTURES, INC.. The subject matter of said agreement(s) may include, but shall not be limited to the following:

- A. The voting of shares of BIG FUTURES, INC. and the procedure by which shares in the Corporation are to be voted,

Including the naming of the persons to be elected Directors and/or Officers of the Corporation.

B. The limitation of the business affairs of BIG FUTURES, INC. or its purposes and powers to specified activities or enterprises.

C. The management of the business affairs of BIG FUTURES, INC. and the division of the profits of the Corporation.

D. Restrictions on the transfer of shares of stock in BIG FUTURES, INC.

E. The right and power of G FUTURES, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. The establishment of procedures by which changes in corporate form shall be effected.

G. Any matter which may be described in Florida Statutes Section 607.0732.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. BIG FUTURES, INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 3th Day of Janaury, 1996



Incorporator/ROBERT M. ARLEN

STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me this 3rd day of January, 1996 by ROBERT M. ARLEN who is personally known to

me or who has produced PERSONAL KNOWN as identification and who did not take an oath.

Carole L. Nelson
Carole L. Nelson
Notary Public
State of Florida at Large

Seal and commission
expiration stamp:



I, ROBERT M. ARLEN, having been appointed Registered Agent of BIG FUTURES, INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes pertaining to the proper and complete performance of my duties executed this 3rd day of Janaury, 1996.

[Signature]
Registered Agent

FILED
96 JAN -9 PM 2:20
CLERK OF DISTRICT COURT
SOUTHERS DISTRICT OF FLORIDA