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STANLEY E. MARABLE
BOARD CERTIFIED CIVIL TRIAL LAWYER
677 NORTH WASHINGTON BOULEVARD
SUITE 2
SARASOTA, FLORIDA 34230

TELEPHONE (813) 365-2500

April 15, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
APR 17 1996

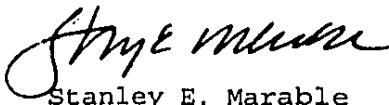
RE: Big Fat Digital, Inc./
Articles of Incorporation

Dear Sirs:

Enclosed please find two copies of the Certificate of Incorporation for Big Fat Digital, Inc., along with the requisite certificate signed by its registered agent.

Also enclosed is a check in the amount of \$70.00 for the requisite filing fee. Please process and return a time-stamped copy of the articles at your earliest convenience.

Sincerely yours,


Stanley E. Marable

Enclosures

cc: Mr. John A. Babiarz

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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APR 17 1996

APR 19 1996

CERTIFICATE OF INCORPORATION

OF

BIG FAT DIGITAL, INC.

I, the undersigned, being the incorporator for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

BIG FAT DIGITAL, INC.

ARTICLE II

This Corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act, and any activity of business permitted under the laws of the United States.

ARTICLE III

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be seventy-five hundred (7,500) shares of common stock, having a par value of one dollar (\$1.00) per share.

ARTICLE V

Every shareholder shall have the right to purchase their pro-rata share of any new stock in this Corporation of the same kind, class or series as that which he/she already holds at the price at which it is offered to all other shareholders.

ARTICLE VI

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII

PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:

2221 Second Street Sarasota, Florida 34237-6111

ARTICLE VIII

NUMBER OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1) nor more than five (5) persons, as shall be designated in the By-Laws.

ARTICLE IX

FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the First Board of Directors who shall hold office until the annual meeting of the stockholders to be held in the year 1996, and until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
John A. Babiarz	2221 Second Street Sarasota, FL 34237	President/Secretary/ Treasurer

ARTICLE X

INCORPORATORS

The name and post office address of each incorporator to this Certificate of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
John A. Babiarz	2221 Second Street Sarasota, FL 34237	President/Secretary/ Treasurer

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2221 Second Street, Sarasota, Florida 34237 and the name of the initial registered agent of this corporation at that address is JOHN A. BABIARZ.

ARTICLE XII

SPECIAL PROVISIONS

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholder herein is granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator herein named, have hereunto set my hand and seal on April 15, 1996.

 (SEAL)
JOHN A. BABIARZ

STATE OF FLORIDA


COUNTY OF SARASOTA

I HEREBY CERTIFY, that on April 15, 1996 personally appeared, before me the undersigned authority:

JOHN A. BABIARZ

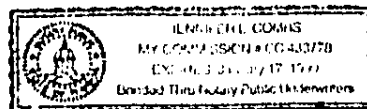
to me well known, and known to me to be the person described in and who acknowledged to me that he executed the foregoing Certificate of Incorporation as his free act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, on the date last above written.


Notary Public, Commission No:

(SEAL ABOVE)

Name of notary, typed or stamped



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

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

First - That **BIG FAT DIGITAL, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Sarasota, County of Sarasota, State of Florida, has named JOHN A. BABIARZ, located at 2221 Second Street, Sarasota, Florida 34237, County of Sarasota, State of Florida, 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 place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: John A. Babiarz

JOHN A. BABIARZ
Resident Agent

Dated: 4-15-96