

Mar 22 1996 3:19PM TRIPP SCOTT CONKLIN

No. 4984 P. 1/4

3/22/96 FLORIDA DIVISION OF CORPORATIONS

TO: DIVISION OF CORPORATIONS FROM: TRIPP, SCOTT, CONKLIN
DEPARTMENT OF REVENUE P.O. BOX 142

409 EAST EAST STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

CONTACT: PATTY SCHLINDWEIN
PHONE: (305) 525-7500
FAX: (305) 728-9236

(((H96000004190))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BAM'S, INC.
FAX AUDIT NUMBER: H96000004190

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/22/1996

TIME REQUESTED: 15:02:33

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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TALLAHASSEE, FL 0904

95 MAR 22 PM 4:28
DIVISION OF CORPORATIONS

RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 25, 1996

TRIPP, SCOTT, CONKLIN & SMITH

FT. LAUDERDALE, FL

SUBJECT: BAM'S INC.
REF: W96000006363

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Lorin Poole
Corporate Specialist

FAX Aud. #: H96000004190
Letter Number: 996A00013493

APR 22 1996 2:43PM TRIPP SCOTT CONKLIN
3/22/96

No. 6750 P. 1/5

3:02 PM

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: TRIPP, SCOTT, CONKLIN & SMITH
P.O. BOX 14245

CONTACT: FT. LAUDERDALE FL 33302-0000
PATTY SCHLINDWEIN
PHONE: (305) 525-7500
FAX: (305) 728-9236

(((H96000004190)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

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** ENTER 'M' FOR MENU. **
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new name will
be "Zodiac Entertainment
Corporation"

APR 22 1996 10:00:00 AM

804 11 00 00 00

Apr. 30. 1936 2:50PM TRIPP SCOTT CONKLIN

No. 6750 P. 2/5
H96000004190

**ARTICLES OF INCORPORATION
OF
ZODIAC ENTERTAINMENT CORPORATION**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

Zodiac Entertainment Corporation

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

**3360 N.W. 15th Place
Fort Lauderdale, FL 33311**

Prepared by:

**Christopher L. Smith
Bar No. 0060021
Tripp, Scott, Conklin & Smith
P.O. Box 14249
Ft. Lauderdale, FL 33302
(305)525-7500**

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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Christopher L. Smith
c/o Tripp, Scott, Conklin & Smith
110 S.E. 6th Street, 28th Floor
Fort Lauderdale, Fl 33301

**ARTICLE VI
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator is:

Christopher L. Smith
c/o Tripp, Scott, Conklin & Smith
110 S.E. 6th Street, 28th Floor
Fort Lauderdale, Fl 33301

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have Two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than Two (2). The names and addresses of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Darryl Allen	3360 N.W. 15th Place Fort Lauderdale, Fl 33311
Annie Kaplan	3360 N.W. 15th Place Fort Lauderdale, Fl 33311

**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 20th day of March 1996.


Christopher L. Smith, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Christopher L. Smith, Registered Agent

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