

19600076934
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September 9, 1996

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

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-09/16/96--01020--015
***122.50 ***122.50

Re: BOOM BOOM GROUP, INC.

To Whom It May Concern:

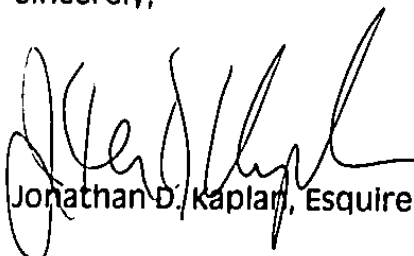
Enclosed please find Articles of Incorporation of BOOM BOOM GROUP, INC.,
a copy of those articles and a check in the amount of \$122.50 as you require.

Please stamp and date the copy of the enclosed articles and return it,
along with a Certificate of Incorporation, to:

Jonathan D. Kaplan, Esquire
9720 Executive Center Drive North, Suite 200
St. Petersburg, Florida 33702

Thank you for your attention to this matter.

Sincerely,


Jonathan D. Kaplan, Esquire

JDK/bar

Enclosures

9/16

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
BOOM BOOM GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The Corporate name is BOOM BOOM GROUP, INC.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has

authority to issue is 7,500 all of which shall be common shares with a par value of one dollar.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 9720 Executive Center Drive North, Suite 200, St. Petersburg, Florida 33702, and the name of the initial Registered Agent at such address is Ross Reback. The street address of the initial Registered Office and principal office of the corporation is 9720 Executive Center Drive North, Suite 200, St. Petersburg, Florida 33702.

ARTICLE SIX

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.


ROSS REBACK	PRESIDENT
RON BENNINGTON	SECRETARY/TREASURER

ARTICLE SEVEN

INCORPORATORS

The name and address of the Incorporator is Ross Reback of 9720 Executive Center Drive North, Suite 200, St. Petersburg, Florida 33702.

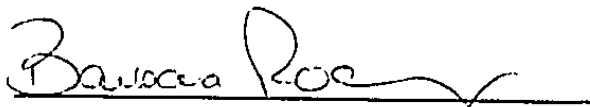
IN WITNESS WHEREOF, I have Subscribed my name this 9th day of September 1996.


ROSS REBACK, President

STATE OF FLORIDA
COUNTY OF PINELLAS

On this 9th day of September 1996, before me personally appeared ROSS REBACK, who is personally known to me and known to be the person(s) whose name is subscribed to the within instrument, and acknowledged that he has executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC

My Commission Expires:



CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the Following is submitted in compliance with said Act; that **BOOM BOOM GROUP, INC.** desiring to organize under the laws of the State of Florida, with its principal place of business at St. Petersburg, Florida has named Ross Reback located at 9720 Executive Center Drive North, Suite 200, St. Petersburg, Florida 33702 as its Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said Statutes relative to the proper and complete performance of my duties.

DATED: This 9th day of September, 1996.



ROSS REBACK

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SECRETARY OF STATE
TALLAHASSEE FLORIDA