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November 5, 1996

BY HAND DELIVERY

EFFECTIVE
11-1-96

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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****131.25 ****131.25

Re: Incorporation of: **BCG ENTERTAINMENT CORPORATION**

To Secretary of State/Designee:

Enclosed is an original and a copy of *Articles of Incorporation* for the above-named corporation. In addition, a check for 003 in the sum of \$ 131.25 is enclosed which represents the following fees:

\$ 70.00 Filing fee

\$ 52.50 Certified copy


\$ 8.75 Certificate

\$ 131.25 Total

Please return the certified copy and the certificate to Attorney Ralf Edgar Michels, 3524 Westford Drive, Tallahassee, FL 32308-3129 (Tel. 904 893-7373).

Thank you for your assistance in this matter.

Sincerely,



by: George L. Ward
1281 Quail Valley Rd.
Tallahassee, FL 32308

as President, **BCG ENTERTAINMENT CORPORATION**

encl.

cc: Samuel Dean Bunton, Esq.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
96 NOV -5 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/5/96
JRM

EFFECTIVE DATE
11-1-96

ARTICLES OF INCORPORATION

(FS § 607.0202)

FILED
96 NOV -5 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation. (Mandatory Provisions)

1. Name. [FS § 607.0202(1)(a)] The name of the corporation is

BCG ENTERTAINMENT CORPORATION.

2. Principal Office/Mailing Address. [FS § 607.0202(1)(b)] The street address of the initial principal office is: 1312 West Tennessee Street, Tallahassee, FL 32304.

(If different) The mailing address of the corporation is : NA

3 3. Shares. [FS § 607.0202(1)(c)] The number of shares the corporation is authorized to issue is shares.

4. Preemptive Rights. [FS § 607.0202(1)(d)] Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

5. Initial Registered Office and Agent. [FS § 607.0202(1)(f)] The name and street address of the initial registered agent(s) and office(s) of this corporation is/are:

(2) Ralf Edgar Michels, Esq.

3524 Westford Drive, Tallahassee, FL 32308

6. Incorporators [FS § 607.0202(1)(f)] The name(s) and address(es) of each Incorporator(s) [is] [are]:

Name	Address
<u>Cameron L. Cooper</u>	<u>120 Husemans Assoc. Rd. Tallahassee FL 32304</u>
_____	_____

7. Effective Date. The effective date of these Articles of Incorporation is Nov. 1, 1996.

IN WITNESS WHEREOF, the undersigned Incorporator(s) [has] [have] executed these Articles of Incorporation this 5th day of November, 1996

Cameron L. Cooper
Incorporator

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (1995).

Ralf E.
Michels

[Signature]
Registered Agent

[Signature]
SAMUEL D. BENTON

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA