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LYNN B. LEWIS  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
SUITE 280  
1390 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE 305-374-0148  
TELECOPIER 305-374-7071

LYNN B. LEWIS

April 25, 1997

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

500002157315--4  
-04/28/97--01141--015  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Mad B Corporation

Ladies and Gentlemen:

Enclosed for filing are two counterparts of the referenced corporations Articles of Incorporation. Please return a certified copy of the second counterpart to us.

We also enclose this Firm's check in the amount of \$122.50 in payment of the filing fee, registered agent fee and certified copy fee.

If there is anything further required, please call us.

Thank you in advance for your assistance.

Very truly yours,

*Kristen G. Spitzer*

Kristen G. Spitzer  
Legal Assistant

/kgs  
Enclosures

APR 30

FILED  
97 APR 28 AM 10:51  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MAD B CORPORATION

FILED  
97 APR 28 AM 10:51  
TALLAHASSEE STATE  
FLORIDA

I, the undersigned Incorporator to these Articles of Incorporation, hereby associate myself in the formation of a corporation (the "Corporation") under the laws of the State of Florida, pursuant to the provisions of Chapter 607, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

MAD B CORPORATION

ARTICLE II

PRINCIPAL OFFICE OR MAILING ADDRESS OF CORPORATION

The principal office or mailing address of the Corporation shall be:

c/o Lynn B. Lewis, P.A.  
1390 Brickell Avenue, Suite 280  
Miami, Florida 33131

ARTICLE III

NATURE OF BUSINESS

The objects and purposes to be transacted and carried on by the Corporation are as follows:

1. To engage in any and all activities which a for-profit corporation is permitted to perform under the Florida Business Corporation Act, as same is adopted, from time to time.
2. To have all of the powers conferred upon a corporation by the laws of the State of Florida, as they are from time to time enacted, or of any other state or country and which are not prohibited by the Florida

Business Corporation Act.

3. The objects and purposes specified in these Articles of Incorporation, unless expressly limited therein, shall not be limited or restricted by reference to, or inference from, any provision in this or any other article of these Articles of Incorporation, shall be regarded as independent objects and purposes, and shall be construed as powers as well as objects and purposes, all as permitted by law.

#### ARTICLE IV

##### AUTHORIZED SHARES

The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 10,000 shares of common stock.

The whole or any part of the authorized shares of the Corporation may be issued for such consideration as is permitted under The Florida Business Corporation Act, as same is adopted, from time to time. The Board of Directors of the Corporation is authorized, empowered and responsible to determine the adequacy of the consideration received or to be received by the Corporation for issuance of the shares.

#### ARTICLE V

##### TERM OF EXISTENCE

The existence of this Corporation shall commence at the time that these Articles of Incorporation are duly accepted by and filed with the Department of State of the State of Florida.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Lynn B. Lewis, P.A.  
Suite 280, 1390 Brickell Avenue  
Miami, Florida 33131

The initial Registered Agent of this Corporation at that address is: Lynn B. Lewis.

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors which shall consist of not less than one (1) Director nor more than three (3).

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors who shall hold office until their successors are duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Eric S. Axford	44 Esplanade, St. Helier Jersey JE1 3UQ, Channel Islands

ARTICLE IX

INCORPORATOR

The individual organizing this Corporation and executing these Articles of Incorporation as the Incorporator is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Eric S. Axford	44 Esplanade, St. Helier Jersey JE1 3UQ, Channel Islands

ARTICLE X

SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of affairs of this Corporation:

1. Except as may be provided in any shareholders agreement, no shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power for any or all of the shares of stock.

2. This Corporation shall have the power to enter into, or become a partner in, any agreement for the sharing of profits and losses, union of interests, or joint venture with any person, firm or corporation for the purposes of carrying on any legal business or making any legal investment otherwise permitted for this Corporation.

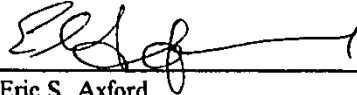
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interests of the Corporation's directors or shareholders, shall have the power to establish reasonable compensation for its directors, officers and employees and shall have the power to provide one or more of the following additional compensation plans, whether singularly on behalf of the Corporation or in participation or conjunction with other individuals, partnerships or corporations:

- (a) A pension plan;
- (b) A profit-sharing plan;
- (c) A stock option plan; or
- (d) Other retirement, death benefit or incentive compensation plans.

4. No contract or other transaction between the Corporation and any other person, firm, association, partnership or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a member, director or officer, or are members, directors or officers of such other firm, association, partnership or corporation. Any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested. No person, firm, association, partnership or corporation shall be adversely affected by the fact that any director or directors of the Corporation is or are interested in such contract, account, firm, association, partnership, or corporation. Each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or herself, or any firm, association, partnership or corporation in which he or she may in any way be interested. The directors, when so interested, shall be counted as present at the Board of Directors meetings, and may vote in such meetings as fully and with the same effect as if not so interested.


5. The Corporation shall have the authority to indemnify any Director, officer or employee, on such terms and for such amounts as the Board of Directors may, by majority resolution, deem reasonable. No such indemnification may be made as to matters of willful misconduct of any such Director, officer or employee. The indemnification terms may include, provided the Board specifically so resolves, attorneys fees and costs of the indemnitee which may either be in the form of a reimbursement or in the Corporation's direct payment of such expenses. The Corporation is authorized to obtain and pay for insurance to cover this risk.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 26 day of March 1997.

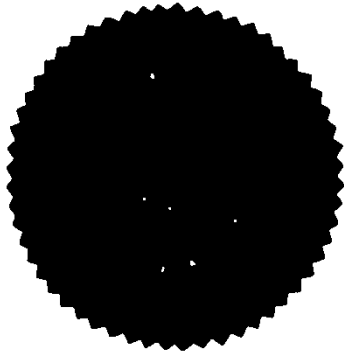
  
Eric S. Axford  
Incorporator


ST. HELIER, )  
ISLAND OF JERSEY, ) SS.  
CHANNEL ISLANDS. )

The foregoing Articles of Incorporation were acknowledged before me this 26 March, 1997 by Eric S. Axford.



**GEOFFREY ST. C. CORNWALL** (Printed Name)  
Notary Public



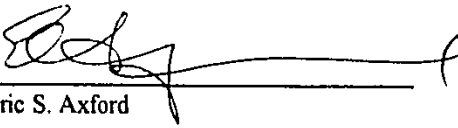
GEOFFREY ST. CLAIR CORNWALL NOTARY PUBLIC SPRINGGATE CHAMBERS 5 MINDEN PLACE ST. HELIER JERSEY, JE2 4WQ BRITISH CHANNEL ISLANDS	 MY FACULTY ENDURES FOR SO LONG AS I SHALL PRACTISE
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DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT  
FOR  
MAD B CORPORATION

FILED  
97 APR 28 AM 10:51  
CLERK OF THE CIRCUIT COURT  
TALLAHASSEE, FLORIDA

In pursuance of Chapters 48 and 607, Florida Statutes, MAD B CORPORATION, having filed its Articles of Incorporation contemporaneously herewith, with its Registered Office as indicated therein at Lynn B. Lewis, P.A., Suite 280, 1390 Brickell Avenue, Miami, Florida 33131, has named Lynn B. Lewis, P.A. located thereat as its Registered Agent to accept service of process within this state.

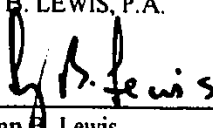
By: \_\_\_\_\_

  
Eric S. Axford  
Incorporator

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

LYNN B. LEWIS, P.A.

By: \_\_\_\_\_

  
Lynn B. Lewis  
Registered Agent

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