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ST. LOUIS, GUERRA & DELGADO, P.A.

MIAMI CENTER, 10TH FLOOR

201 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131-4332

TELEPHONE (305) 373-4042

FAX (305) 373-4099

May 5, 1997

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

BY FEDEX

Re: B.A.N.G.S., Inc.

EFFECTIVE DATE

5-7-97

To Whom It May Concern:

Enclosed herein for filing are the Articles of Incorporation of the captioned company. I am hereby requesting a certified copy of the Articles. Also enclosed is my check no. 1347, in the amount of \$122.50, made payable to the Florida Secretary of State, to cover the fees for filing, designation of registered agent and the certified copy.

Please forward the certified copy to me in the enclosed Fedex envelope, which reflects billing to our account.

If you have any questions, please call me.

Sincerely,



Roland R. St. Louis, Jr.

RSL/jlr

Enclosures

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ARTICLES OF INCORPORATION
OF
B.A.N.G.S., Inc.

FILED
97 MAY -6 AM 11:20
TALLAHASSEE STATE
FLORIDA
EFFECTIVE DATE
5-7-97

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is B.A.N.G.S., Inc. Its principal office and mailing address is 12000 Biscayne Boulevard, Suite 504, Miami, Florida 33181.

ARTICLE II - DURATION

The effective date of this Corporation shall be May 7, 1997, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida, including, but not limited to, the creation, development, ownership, operation, promotion, management and marketing of certain fictional characters, stories, songs and images, and the proprietary technology and means of depicting same.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100,000 shares of common stock having no par value.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be Miami Center, 10th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131-4325, and the initial registered agent of this Corporation at such office shall be Roland R. St. Louis, Jr., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than five. The name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Irwin S. Morse	12000 Biscayne Boulevard Suite 504 Miami, Florida 33181

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

FILED

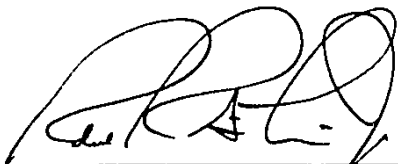
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ACCEPTANCE OF REGISTERED AGENT

STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for B.A.N.G.S., Inc., at the place designated in the Articles of Incorporation, Roland R. St. Louis, Jr., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: May 5, 1997.



ROLAND R. ST. LOUIS, JR.