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LAW OFFICES
DIANA SANTA MARIA
PROFESSIONAL ASSOCIATION
ATRIUM CENTRE
4801 SOUTH UNIVERSITY DRIVE
FORT LAUDERDALE, FLORIDA 33328

DIANA SANTA MARIA
MARC A. GREGG

TELEPHONE (954) 434-1077
TELECOPIER (954) 434-4462

May 12, 1997

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

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-05/19/97--01163--002
*****122.50 *****122.50

Re: Liberation Bell, Inc.

Dear Sir or Madam:

I enclose *an original and one copy* of the Articles of Incorporation for the above referenced corporation, and a check in the amount of \$122.50. Please return a certified copy of same, and the notice of filing to:

Marc A. Gregg, Esq.
Diana Santa Maria, P.A.
4801 S. University Drive
Ft. Lauderdale, FL 33328

Thank you for your attention to this matter.

Very Truly Yours,

Diana Santa Maria, P.A.

~~Marc A. Gregg, Esq.~~

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Enclosure

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ARTICLES OF INCORPORATION

OF

LIBERATION BELL, INC.

ARTICLE I - NAME

The name of the corporation shall be: Liberation Bell, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4801 S. University Drive
Ft. Lauderdale, FL 33328

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 2000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE ADDRESS

The street address of the initial registered office of this corporation is:

4801 S. University Drive
Ft. Lauderdale, FL 33328

The name of the initial registered agent of this corporation at that address is:

Diana Santa Maria

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of

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Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Brian K. Sidella
4801 S. University Drive
Ft. Lauderdale, FL 33328

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Brian K. Sidella
4801 S. University Drive
Ft. Lauderdale, FL 33328

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

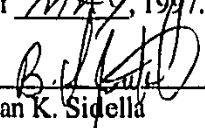
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of MAY, 1997.



Brian K. Sidella
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Liberation Bell, Inc.
2. The name and address of the registered agent and office is:

Diana Santa Maria, Esq.
Diana Santa Maria, P.A.
4801 S. University Drive
Ft. Lauderdale, FL 33328

Signature: _____

Title: REGISTERED AGENT

Date: 5/16/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Date: 5/16/97

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