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TALLAHASSEE, FLORIDA

10/22/97.

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City State ZIP Phone

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-10/23/97--01038--010  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

The Banzai Group, Inc.



Empire Toll Free: 1-800-432-3028

RECEIVED  
OCT 23 AM 10:27  
DIVISION OF CORPORATION

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
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Verifier
Acknowledgment
W.P. Verifier

Certified copy

**ARTICLES OF INCORPORATION  
OF  
THE BANZAI GROUP, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE ONE**

Name

The name of the corporation shall be THE BANZAI GROUP, INC..

**ARTICLE TWO**

Principal Place of Business

The principal place of business and mailing address of the corporation shall be: 1625 NE 17th Way, Ft. Lauderdale, Florida 33305.

**ARTICLE THREE**

Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand with a par value of One Penny (\$.01) per share.

**ARTICLE FOUR**

Initial Registered Agent

The name and address of the initial registered agent is: Kathryn M. Jakabcin, Esquire, Suite 104, 1325 So. Congress Avenue, Boynton Beach, Florida 33426.

**ARTICLE FIVE**

Incorporators

The names and addresses of the incorporators of this corporation and to these Articles of Incorporation are:

SHARON GOSSETT, 1625 NE 17th Way, Ft. Lauderdale, Florida 33305  
SHARON COHEN, 1625 NE 17th Way, Ft. Lauderdale, Florida 33305

## ARTICLE SIX

### Notice

Any notice required under these Articles, the Corporation's Bylaws or the law of the State of Florida or of the United States, unless otherwise prohibited by law, may be written or oral and delivered in person or by mail, delivery service, telephone, facsimile or other electronic device.

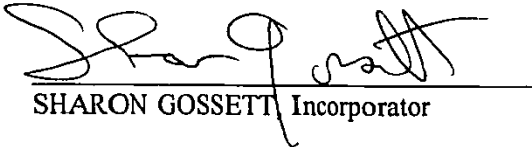
## ARTICLE SEVEN

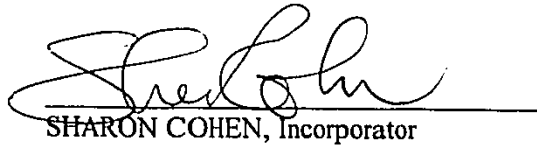
### Directors and Officers

The initial Directors and Officers of the corporation shall be:

SHARON GOSSETT, PRESIDENT/TREASURER  
SHARON COHEN, VICE PRESIDENT/SECRETARY

The undersigned have executed these Articles of Incorporation this October 10,  
1997.

  
SHARON GOSSETT, Incorporator

  
SHARON COHEN, Incorporator

**DESIGNATION OF RESIDENT AGENT  
AND  
ACCEPTANCE**

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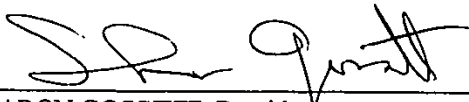
Pursuant to the provisions of Florida Statute 607.0501, the within named corporation, whose authorized incorporator or agent has signed below, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is THE BANZAI GROUP, INC..
2. The name and address of the registered agent and office is:

Kathryn M. Jakabcin, Esquire  
Suite 104, 1325 So. Congress Avenue  
Boynton Beach, Florida 33426

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FOR THE BANZAI GROUP, INC.:

  
\_\_\_\_\_  
SHARON GOSSETT, President

October 10, 1997

**ACCEPTANCE**

Having been named as registered agent and to accept service of process for and on 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 I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
KATHRYN M. JAKABCIN, Registered Agent  
October 20, 1997