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FILED  
98 JUL 21 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 14, 1998

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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\*\*\*122.50 \*\*\*122.50

RE: BOOM, INC.


Dear Sir/Madam:

Enclosed please find one original and a copy of Articles of Incorporation for the above-referenced corporation, as well as the filing fee of \$122.50.

Please file the original and return a certified stamped copy to me at 4800 North Federal Highway, Suite 307-D, Boca Raton, Florida 33431.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
John O. Hopkins, Esq.

JOH/djn  
enclosure

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~~2544~~

F. CHESSER JUL 22 1998

F. CHESSER

**ARTICLES OF INCORPORATION  
OF  
BOOM ENTERPRISES INC.**

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**ARTICLE I  
Name of Corporation**

The name of the corporation is BOOM ENTERPRISES INC. (the "Corporation").

**ARTICLE II  
Initial Principal Office of Corporation**

The street address of the initial principal office for the Corporation is 911 Hyacinth Drive, Delray Beach, Florida 33483. The Board of Directors may, from time to time, change the street and post office address of the Corporation as well as the location of its principal office.

**ARTICLE III  
Capitalization**

Section 1. Authorized Capital Stock. The Corporation shall have the authority to issue 20,000,000 shares, consisting of 10,000,000 shares of Class A Common Stock (the "Class A Stock"), par value \$.001 per share, and 10,000,000 shares of Class B Common Stock (the "Class B Stock"), par value \$.001 per share, (collectively, "Common Stock").

Section 2. Powers, Preferences and Rights of Class A Stock and Class B Stock. Each share of Class A Stock shall entitle the holder to one vote, in person or by proxy, at all meetings of the shareholders of the Corporation, on the matter or matters upon which shareholders are entitled to vote. The Class B Stock shall be non-voting stock.

Each share of Common Stock shall be entitled to participate equally in dividends that may be legally declared by the Board of Directors on the Common Stock and paid out of available funds and to participate equally in all distributions of assets upon the liquidation, dissolution or winding up of the Corporation.

Except as specifically required by law or this Article 111, the holders of the Class A Stock shall have the right to change or limit the rights of the Class B Stock by an affirmative vote of 51 % of the outstanding shares of Class A Stock without (i) notice to the holders of the Class B Stock (the "Class B Shareholders"), (ii) a vote of the Class B Shareholders, (iii) the consent of the Class B Shareholders or (iv) causing the dissenters' or appraisal rights of the Class B Shareholders to be applicable to the change or limitation. This right of the Class A Stock shall not extend, however, to a change or limitation of the rights of the Class B Stock that directly or indirectly affects the following rights or preferences, if any, of the Class B Stock (including a modification to increase the rights of the Class A Stock), unless the modification or limitation applies equally to the Class A Stock and the Class B Stock:

- (i) The rate and manner of payment of dividends on the Class B Stock;
- (ii) Whether the Class B Stock may be redeemed or called and, if so, the redemption price or the call price and the terms and conditions of redemption or call;
- (iii) The amount payable to the Class B Shareholders in the event of liquidation, dissolution or other winding up of the Corporation; and
- (iv) The terms and conditions on which the Class B Stock may be converted or exchanged.

Section 3. Treasury Shares. To the extent permitted by law, the Corporation shall have the authority to acquire its own shares, and except as otherwise provided in these Articles of Incorporation, all shares so acquired shall belong to the Corporation and constitute Treasury Shares (as defined herein) until disposed of or canceled by the Corporation. For purposes of these Articles of Incorporation, the term "Treasury Shares" shall mean shares of the Corporation belonging to the Corporation that are authorized and issued, are not outstanding, are not canceled and have not been restored to the status of authorized but unissued shares.

#### **ARTICLE IV Preemptive Rights**

No holder of shares of stock of any class shall have any preemptive rights to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature. The Board of Directors may, however, in authorizing the issuance of shares of stock, confer preemptive rights that the Board of Directors deems advisable in connection with the issuance of such stock or other securities of the Corporation.

#### **ARTICLE V Directors**

Section 1. Number and Powers. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. The number of directors shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the Whole Board of Directors. The term "Whole Board" means the total number of authorized directorships (whether or not any vacancies exist in previously authorized directorships at the time such resolution is presented to the Board of Directors for adoption). In addition to the powers and authority expressly conferred upon the directors by statute, these Articles of Incorporation or the bylaws of the Corporation, the directors are empowered to exercise all powers and do all acts as may be exercised or done by the Corporation.

Section 2. Vacancies and Increase in Number of Directors. Newly-created directorships resulting from an increase in the authorized number of directors or from vacancies on the Board

of Directors resulting from a director's death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum, and directors so chosen shall hold office until the next shareholders' meeting at which directors are elected and until their successors have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of an incumbent director.

Section 3. Removal of Directors. Any of the directors, or the entire Board of Directors, may be removed from office only for cause and only if the number of votes cast by the shareholders entitled to vote to remove a director exceeds 50% of the number of votes entitled to be cast for the election of directors.

## **ARTICLE VI**

### **Indemnification of Officers and Directors**

#### Section 1. Mandatory Indemnification.

(a) The Corporation shall, and does hereby, indemnify, to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision), each officer and director of the Corporation (including the heirs, executors, administrators and estate of the person) who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom (collectively, a "Proceeding"), against all liability (which for purposes of this Article includes all judgments, settlements, penalties and fines) and costs, charges and expenses (including attorneys' fees) asserted against such person or incurred by such person by reason of the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan (as defined in Section 3(3) of the Employee Retirement Income Security Act of 1974, as amended).

(b) Notwithstanding the foregoing, except with respect to the indemnification specified in Section 3 of this Article, the Corporation shall indemnify a person entitled to indemnification under Section 1(a) in connection with a Proceeding (or part thereof) initiated by an indemnified person only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the Corporation within 30 days after receipt of notice thereof from the indemnified person.

Section 2. Advance of Costs, Charges and Expenses. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 (a) of this Article in defending a Proceeding shall be paid by the Corporation to the fullest extent permitted or

authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any future legislation or decisions, only to the extent that it permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior to the legislation or decisions) in advance of the final disposition of the Proceeding, upon receipt of an undertaking reasonably satisfactory to the Board of Directors (the "Undertaking") by or on behalf of the indemnified person to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article, provided that, in connection with a Proceeding (or part thereof) initiated by such person (except a Proceeding authorized by Section 3 of this Article), the Corporation shall pay the costs, charges and expenses in advance of the final disposition of the Proceeding only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the Corporation within 30 days after receipt of a request for advancement accompanied by an Undertaking. A person to whom costs, charges and expenses are advanced pursuant to this Article shall not be obligated to repay them pursuant to the Undertaking until the final determination of (a) the pending Proceeding in a court of competent jurisdiction concerning the right of that person to be indemnified or (b) the obligation of the person to repay pursuant to the Undertaking. The Board of Directors may, upon approval of the indemnified person, authorize the Corporation's counsel to represent the person in any action, suit or proceeding, whether or not the Corporation is a party to the action, suit or proceeding.

Section 3. Procedure For Indemnification. Any indemnification or advance under this Article shall be made promptly, and in any event within 30 days after delivery of the written request of the director or officer. The right to indemnification or advances as granted by this Article shall be enforceable by the director or officer in any court of competent jurisdiction if the Corporation denies the request under this Article in whole or in part, or if no disposition of the request is made within the 30-day period after delivery of the request. The requesting person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any action also shall be indemnified by the Corporation. It shall be a defense available to the Corporation to assert in the action that indemnification is prohibited by law or that the claimant has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of future legislation or decision, only to the extent that the legislation does not impose a more stringent standard of conduct than permitted prior to the legislation or decisions). The burden of proving this defense shall be on the Corporation. Neither the failure of the Corporation to have made a determination (prior to the commencement of the action) that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct, if any, nor the fact that there has been an actual determination by the Corporation that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 4. Survival of Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may now or hereafter be entitled under any statute, agreement, vote of shareholders or disinterested directors or recommendation of counsel or otherwise, both as to actions in the person's capacity as an

officer or director and as to actions in another capacity while still an officer or director, and shall continue as to a person who has ceased to be an officer or director and shall inure to the benefit of the estate, heirs, beneficiaries, executors and administrators of such a person. All rights to indemnification under this Article shall be deemed to be a contract between the Corporation and each director and officer of the Corporation described in Section 1 of this Article who serves or served as such at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such director or officer or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification. The Board of Directors of the Corporation shall have the authority, by resolution, to provide for indemnification of employees and agents of the Corporation and for such other indemnification of the directors, officers, employees and agents of the Corporation as it deems appropriate.

Section 5. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was an officer or director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan), against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article or the applicable provisions of the Florida Business Corporation Act.

Section 6. Savings Clause. If this Article or any portion is invalidated or held to be unenforceable on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each officer and director of the Corporation described in Section 1 of this Article to the fullest extent permitted by all applicable portions of this Article that have not been invalidated or adjudicated unenforceable, and as permitted by applicable law.

## **ARTICLE VII**

### **Constituencies**

The Board of Directors of the Corporation, in connection with the exercise of its judgment in determining what is in the best interests of the Corporation and its shareholders, may give due consideration to all relevant factors including, without limitation, the long-term prospects and interests of the Corporation and its shareholders, the social, legal, economic or other effect of an action on the Corporation's present and future customers and employees and those of its subsidiaries; on the communities in which the Corporation and its subsidiaries operate or are located; and on the ability of the Corporation to fulfill its corporate objectives under applicable laws and regulations.

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**ARTICLE VIII**  
**Corporate Action by Shareholders**

Section 1. Special Meetings of Shareholders. Special meetings of shareholders may be called by the Board of Directors pursuant to a resolution adopted by the majority of the Whole Board, by written demand by the holders of not less than 50% of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting delivered to the Secretary of the Corporation describing the purpose or purposes for which the meeting is to be held, or as otherwise provided in the bylaws of the Corporation.

Section 2. Advance Notice Required. Notice of shareholder nominations for the election of directors and of other business to be brought by shareholders before a meeting of shareholders of the Corporation shall be given in advance and in the manner provided in the bylaws of the Corporation.

**ARTICLE IX**  
**Adoption, Amendment and Repeal of Bylaws**

Section 1. By The Board of Directors. The Board of Directors is expressly empowered to adopt, amend or repeal the bylaws of the Corporation which adoption, amendment or repeal requires the approval of a majority of the Whole Board of Directors.

Section 2. By The Shareholders. The shareholders of the Corporation also shall have the power to adopt, amend or repeal the bylaws of the Corporation, provided that in addition to the vote of the holders of any class or series of stock of the Corporation required by law or these Articles of Incorporation, the affirmative vote of the holders of at least 50% of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required for adoption, amendment or repeal by the shareholders of the bylaws of the Corporation.

**ARTICLE X**  
**Amendment of Articles of Incorporation**

The Corporation reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation, or any amendment hereto, or to add provisions to these Articles of Incorporation or any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Florida Business Corporation Act or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation; provided, however, that notwithstanding any other provision of these Articles of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by these Articles of Incorporation, the affirmative vote of the holders of at least 50% of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be

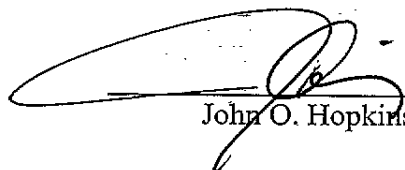
required to amend or repeal any of the following: Section 2 of Article V; Article VI; Sections 1 and 2 of Article VIII; Article IX; and this Article X.

**ARTICLE XI**  
**Initial Registered Agent and Registered Office**

The name of the initial registered agent for the Corporation is John O. Hopkins, Esq. The address of the registered office of the Corporation is 4800 N. Federal Hwy., Suite 307-D, Boca Raton, FL 33431.

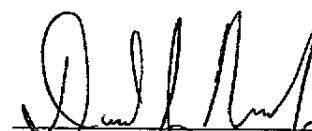
**ARTICLE XII**  
**Incorporator**

The name and street address of the person executing these Articles of Incorporation is: John O. Hopkins, Esq., 4800 N. Federal Hwy., Suite 307-D, Boca Raton, FL 33431. The undersigned incorporator of the Corporation has executed these Articles of Incorporation this 21<sup>st</sup> day of July, 1998.

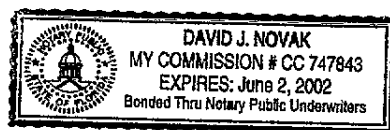
  
John O. Hopkins, Esq.

STATE OF FLORIDA                     )  
  ) SS  
COUNTY OF PALM BEACH         )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared John O. Hopkins, Esq., known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:





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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BOOM ENTERPRISES INC.
2. The name and address of the registered agent and office is:

..... John O. Hopkins, Esq.  
(name)

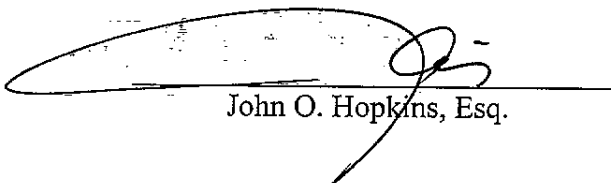
4800 N. Federal Hwy., Suite 307-D  
(address)

Boca Raton, FL 33431  
(City/State/Zip)

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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 I am familiar with and accept the obligations of my position as registered agent.

Dated: July 21<sup>st</sup>, 1998.

  
John O. Hopkins, Esq.