

P 98000085821

Beth Gdanski
(561) 912-3218

October 2, 1998

Via Federal Express

Florida Department of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

800002655478--4
-10/05/98--01064--015
****122.50 ****78.75

Re: Big Online, Inc.

Ladies and Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation for the above referenced corporation, along with a check payable to the Florida Department of State in the amount of \$122.50, in payment of the following:

Filing Fee:	\$70.00
Certified Copy	<u>\$52.50</u>
Total:	\$122.50

The effective date of the incorporation is 10/2/98.

Please return the certified copy to the attention of the undersigned.

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

Very truly yours,

Beth Gdanski

Beth Gdanski
Legal Assistant

MAK/gjc
Enclosures

cc: Mr. Mitchell Rubenstein

WPB/KIRSNERM/199396/49%011.DOC/10/02/98

FILED
98 OCT -5 AM 9:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OCT 7 1998

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
ONE BOCA PLACE SUITE 419 2255 GLADES ROAD BOCA RATON, FLORIDA 33431 561-912-3200 FAX 561-994-8898
MIAMI NEW YORK WASHINGTON, D.C. PHILADELPHIA SAO PAULO
FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE BOCA RATON

ARTICLES OF INCORPORATION
OF
BIG ONLINE, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the Corporation is Big Online, Inc.

Article II - Nature of Business

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article III - Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, par value \$1.00 per share.

Article IV - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law, commencing on October 2, 1998.

Article V - Address

The initial street address of the principal office of this Corporation in the State of Florida is 2255 Glades Road, Suite 237W, Boca Raton, Florida 33431. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VI - Directors

This Corporation shall have two (2) Directors initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

Article VII - Initial Directors

The name and street address of the initial Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified are:

Mitchell Rubenstein
2255 Glades Road
Suite 237W
Boca Raton, Florida 33431

Laurie Silvers
2255 Glades Road
Suite 237W
Boca Raton, Florida 33431

Article VIII - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is

Big Entertainment, Inc.
By Mitchell Rubenstein, President
2255 Glades Road
Suite 237W
Boca Raton, Florida 33431

Article IX - Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.
2. The stockholders may, pursuant to the Bylaws or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.
3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to these Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the stockholders.
4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.
5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.
6. If the Bylaws so provide, any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.
7. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and

conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

8. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

Article X - Grant of Preemptive Rights

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into, or carrying the right to subscribe to, or acquire such shares, which may be issued at any time by the Corporation.

Article XI - Registered Agent

The Registered Agent and registered office of the Corporation shall be Mitchell Rubenstein, 2255 Glades Road, Suite 237W, Boca Raton, Florida 33431.

Article XII - 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 stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of October, 1998.

Big Entertainment, Inc.

By: 
Mitchell Rubenstein, President

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 2nd day of October, 1998, by Mitchell Rubenstein, who is personally known to me ✓ or has produced _____ as identification.

Beth Gdanski
(SIGNATURE OF PERSON TAKING
ACKNOWLEDGMENT)



BETH GDANSKI
(Name of acknowledger, typed, printed or stamped)

(Title or rank (serial number, if any))

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
BIG ONLINE, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance said Act.

FIRST: That Big Online, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Boca Raton, County of Palm Beach, State of Florida, has named Mitchell Rubenstein, as Registered Agent, who may be served at the registered office located at 2255 Glades Road, Suite 237W, City of Boca Raton, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Mitchell Rubenstein, Registered Agent

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