

P98000088001

**BABYLON ENTERTAINMENT, INC.**

14791 S.W. 138<sup>th</sup> Terrace  
Miami, FL 33196  
(305) 238-9466

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

100002663351--0  
-10/14/98--01035--014  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Babylon Entertainment, Inc.

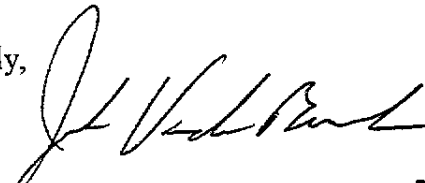
Dear Sir/Madam:

Enclosed please find Articles of Incorporation and Designation of Registered Agent for my above-captioned corporation together with check in the amount of \$122.50 representing filing fee for same.

Should you have any questions or need any further information, please do not hesitate to contact me.

Thank you for your attention to this matter.

Sincerely,



John P. VandenBosch

/jpv  
Enclosures

**FILED**  
98 OCT 14 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMC  
10-15-98

(5)

**ARTICLES OF INCORPORATION  
OF  
BABYLON ENTERTAINMENT INC.**

**FILED**  
98 OCT 14 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is: Babylon Entertainment, Inc.

**ARTICLE II - BEGINNING OF CORPORATE EXISTENCE**

The existence of this corporation shall commence on the 1<sup>st</sup> day of October, 1998 provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida Law for the commencement of corporate existence; and shall continue perpetually unless dissolved according to law.

**ARTICLE III - PURPOSE**

The general nature of the business or businesses to be transacted by the corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 100 shares of Common Stock at One Dollar (\$1.00) par value.

All the aforementioned stock is to be issued as fully paid for and exempt for assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purpose.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

Registered Agent

Marco Plyler

Street Address of Registered Office &  
Principal Place of Business

14791 S.W. 138<sup>th</sup> Terrace  
Miami, Florida 33196

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the By Laws of this corporation. Directors need not be stockholders. The initial Director of this corporation shall be the Incorporator named below who shall hold office until the first meeting of Incorporators of this corporation and until the successor Directors are elected and have qualified.

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

John P. VandenBosch

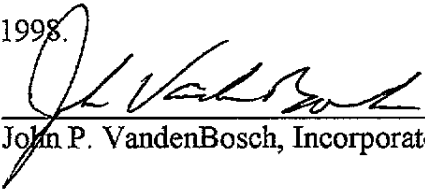
14791 S.W. 138<sup>th</sup> Terrace  
Miami, Florida 33196

#### ARTICLE VIII - INDEMNIFICATION

To the extent by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation, and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the Corporation, or be reason of any action alleged to have been taken or omitted by him as a Director or Officers. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

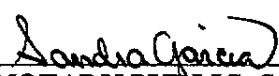
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 13th day of October, 1998.

  
John P. VandenBosch, Incorporator

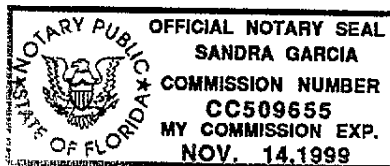
STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared John P. VandenBosch, to me personally known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and she acknowledged before me, that she executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this 13th day of October, 1998.

  
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



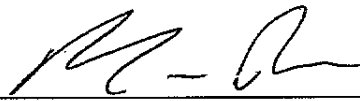
**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED**

**FILED**  
98 OCT 14 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST-THAT BABYLON ENTERTAINMENT, INC., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED  
MARCO PLYLER, LOCATED AT 14791 S.W. 138<sup>th</sup> TERRACE., CITY OF MIAMI,  
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

SECOND-THAT BABYLON ENTERTAINMENT, INC. PRINCIPAL PLACE OF  
BUSINESS AND ITS REGISTERED OFFICE ARE LOCATED AT THE SAME ADDRESS,  
14791 S.W. 138<sup>th</sup> TERRACE, CITY OF MIAMI, STATE OF FLORIDA.

  
\_\_\_\_\_  
MARCO PLYLER  
Registered Agent

By:   
\_\_\_\_\_  
JOHN P. VANDENBOSCH  
Title: Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

By:   
\_\_\_\_\_  
MARCO PLYLER

Date: 10 - 11 - 98, 1998