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LAW OFFICE  
SOL H. PROCTOR  
1015 BLACKSTONE BUILDING  
JACKSONVILLE, FLORIDA 32202

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AREA CODE 904  
FAX (904) 354-7420

January 28, 1999

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-02/01/99-01090-012  
\*\*\*\*140.00 \*\*\*\*\*70.00

Secretary of State  
The Capitol  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Dear Sir/Madame:

Enclosed are the original Articles of Incorporation for two companies, to wit:

**BANG 'EM DOUGHBOY PUBLISHING, INC.**  
**BANG 'EM ENTERTAINMENT, INC.**

Also enclosed is a check in the amount of \$140.00 to cover the cost for the incorporation.

Yours truly,



Sol H. Proctor

SHP/akj  
enclosure

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF

BANG `EM ENTERTAINMENT, INC.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is BANG `EM ENTERTAINMENT, INC.

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of Seventy-five Dollars (\$75.00).

ARTICLE IV

TERM OF EXISTENCE: This corporation is to exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT: The principal office and mailing address of the corporation and that of the registered agent are the same and is as follows:

Gregory L. Pulliam  
8058 Helston Drive  
Jacksonville, Florida 32208

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

ARTICLE VI

DIRECTORS: The corporation will have not more than three directors. The number of directors may be diminished from time

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DIVISION OF CORPORATIONS  
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to time by the by-laws adopted by the stockholders, but shall never be more than five.

#### ARTICLE VII

INITIAL DIRECTOR: The name and address of the initial director of this corporation is:

Gregory L. Pulliam  
8058 Helston Drive  
Jacksonville, Florida 32208

#### ARTICLE VIII

INCORPORATOR: The name and post office address of the person signing these Articles of Incorporation as an incorporator is:

Gregory L. Pulliam  
8058 Helston Drive  
Jacksonville, Florida 32208

  
GREGORY L. PULLIAM  
INCORPORATOR

I accept the designation of registered agent.

Gregory L. Pulliam  
8058 Helston Drive  
Jacksonville, Florida 32208

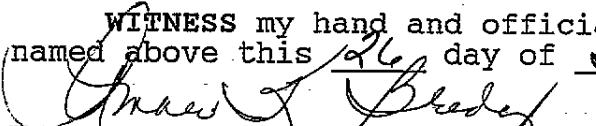
  
GREGORY L. PULLIAM  
REGISTERED AGENT

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STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, appeared GREGORY L. PULLIAM, who presented FDL P450292773650 (as identification), who is the incorporator in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 26 day of January, 1999.

  
NOTARY PUBLIC, State of Florida  
My Commission Expires:

NOTARY PUBLIC  
STATE OF FLORIDA  
AMBER K. BRADY  
COMMISSION # CC 451814  
EXPIRES APR 10, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.