

LAW OFFICES
STEVEN M. ROSEN

ADMITTED TO PRACTICE IN
FLORIDA AND NEW YORK

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February 23, 1999

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*****122.50 *****78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Big Dog Marketing, Inc.

Dear Sirs:

Please be advised that the undersigned attorney represents the principal of the above referenced corporation.

In conjunction therewith, I am enclosing an original and one copy of the Articles of Incorporation, together with my firm check in the amount of \$122.50, therein reflecting your filing fee.

Upon receipt of these documents, kindly file same and return copies evidencing said filing to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

STEVEN M. ROSEN

SMR:ca
encls.

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FILED
99 FEB 25 AM 8
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER

MAR 1 1999

ARTICLES OF INCORPORATION

OF

BIG DOG MARKETING, INC.

ARTICLE I - CORPORATE NAME

The name of the Corporation is:

BIG DOG MARKETING, INC.

The principal address of the Corporation shall be:

5601 Biscayne Boulevard
Miami, Florida 33137

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of one class of common stock having \$.50 par value.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV - PREEMPTIVE RIGHTS

All Shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V - INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE

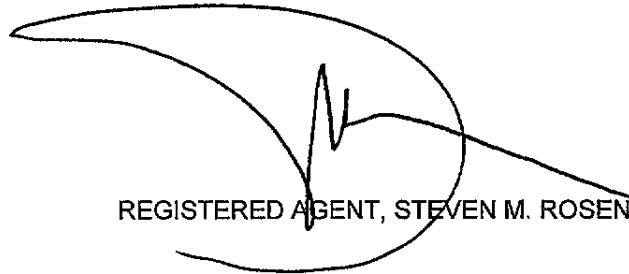
The Corporation's Initial Registered Agent and Registered Office in the State of Florida is:

STEVEN M. ROSEN
5601 Biscayne Boulevard
Miami, Florida 33137

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in this Articles of Incorporation, I hereby accept such status and

consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


REGISTERED AGENT, STEVEN M. ROSEN

ARTICLE VI - BOARD OF DIRECTORS

The number of directors constituting the Initial Board of Directors of the Corporation is one (1).

ARTICLE VII - INITIAL DIRECTOR

The name and address of the Initial Board of Director is:

STEVEN M. ROSEN
5601 Biscayne Boulevard
Miami, Florida 33137

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator executing this Article of Incorporation is:

STEVEN M. ROSEN
5601 Biscayne Boulevard
Miami, FL 33137


STEVEN M. ROSEN

ARTICLE IX

STATE OF FLORIDA)

COUNTY OF DADE)SS
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BEFORE ME, personally appeared STEVEN M. ROSEN, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the Country and State named hereto above, this

23rd day of February, 1999.



NOTARY PUBLIC, STATE OF FLORIDA

MICHAEL A. VANDETTX
PRINTED NAME OF NOTARY

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
MICHAEL A. VANDETTX
COMMISSION # CC731836
EXPIRES 4/7/2002
BONDED THRU ASA 1-886-NOTARY1

art.inc

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA