



THE UNITED STATES CORPORATION
COMPANY

PA90006/430

FILED

99 JUL -8 PM 3: 05

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 301071 4331939

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 78.75

ORDER DATE : July 8, 1999

ORDER TIME : 3:26 PM

100002926731--6

ORDER NO. : 301071-005

CUSTOMER NO: 4331939

CUSTOMER: Judy Bernero, Legal Asst
GREENBERG, TRAURIG, HOFFMAN P.A
GREENBERG, TRAURIG, HOFFMAN P.A
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: SWING DOCTORS PRODUCTIONS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

PH 7/9/99

1099-15761

RECEIVED
99 JUL -8 PM 3:59



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 9, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: SWING DOCTORS PRODUCTIONS, INC.
Ref. Number: W99000015761

We have received your document for SWING DOCTORS PRODUCTIONS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 299A00035533

RESUBMIT
Please give original
submission date as file date.

OFFICE OF THE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL -9 PM 12:55
RECEIVED

**ARTICLES OF INCORPORATION
OF
SWING DOCTORS PRODUCTIONS, INC.
(a Florida corporation)**

FILED
99 JUL -8 PM 3: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is **SWING DOCTORS PRODUCTIONS, INC.** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

Except as otherwise provided by law, authorized shares of capital stock of the Corporation, regardless of class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine. All capital stock when issued and fully paid for shall be deemed fully paid and non-assessable. The aggregate number of shares which the Corporation shall have authority to issue is 3000 shares, consisting of (a) 1000 shares of Convertible Preferred Stock, par value \$0.001 per share (the "Convertible Preferred Stock") (b) 1000 shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock") and (c) 1000 shares of Common Stock, par value \$0.001 per share (the "Common Stock").

A statement of the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation, is as follows:

A. Convertible Preferred Stock

1. General. All shares of Convertible Preferred Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights.

2. Rank. The Convertible Preferred Stock shall rank as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary: (a) senior to all of the Corporation's Common Stock; (b) senior to any class or series of capital stock of the Corporation hereafter created specifically ranking by its terms junior to the Convertible Preferred Stock (collectively, with the Common Stock, hereinafter referred to as "Junior Securities" or "Junior Stock"); and (c) on parity with any class or series of capital stock of the Corporation hereafter created specifically ranking by its terms on parity with the Convertible Preferred Stock ("Parity Securities" or "Parity Stock"). While any shares of the Convertible Preferred Stock are outstanding, no Parity Securities or equity securities senior to the Convertible Preferred Stock shall be authorized or issued without the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of the Convertible Preferred Stock, voting as

a class. This prohibition shall not include the authorization or issuance of any form of debt securities or instruments to a bank or other institution.

3. Voting Rights. The holders of the Convertible Preferred Stock will have no voting rights, except (a) as required by law, and (b) that the affirmative vote of the holders of a majority of the outstanding shares of the Convertible Preferred Stock shall be required to be obtained in order for any of the following actions to be taken: (i) the issuance of Senior Securities or Parity Securities, (ii) the authorization or issuance of securities convertible into such Senior Securities or Parity Securities, and (iii) any amendment to the Corporation's Articles of Incorporation that by law requires a vote of shareholders and which has a direct adverse effect on the Convertible Preferred Stock. At any time when holders of Convertible Preferred Stock have any voting rights pursuant to this subparagraph 3 or otherwise required by law, the holders of Convertible Preferred Stock and Common Stock shall vote together as one class (unless otherwise required by law), with each share of Convertible Preferred Stock having one vote.

4. Dividends.

(a) The holders of Convertible Preferred Stock shall be entitled to receive, when and as dividends are declared by the Board of Directors, out of funds of the Corporation legally available for payment, cash dividends, at the rate per share declared by the Board of Directors. Each declared dividend shall be payable to holders of record as they appear at the close of business on the stock books of the Corporation on the record date for such dividend, or if no record date is fixed, the date as of which the record holders of Convertible Preferred Stock entitled to such dividends are determined.

(b) No dividends shall be declared or paid or set apart for payment on any Common Stock, Parity Stock or Junior Stock unless and until the holders of Convertible Preferred Stock shall have received in the aggregate from the Company dividends equal to 90% of the purchase paid therefor to the Company in its initial private offering of such Convertible Preferred Stock. No interest or sum of money in lieu of interest shall be payable in respect of any declared dividend payment or payments on the Convertible Preferred Stock which may be in arrears.

5. Conversion.

(a) Mandatory Conversion. On such date as the holders of Convertible Preferred Stock shall have received in the aggregate from the Company dividends equal to 90% of the purchase paid therefor to the Company in its initial private offering of such Convertible Preferred Stock (the "Mandatory Conversion Date"), all outstanding shares of Convertible Preferred Stock shall automatically convert into shares of Common Stock of the Corporation (as such shares may be constituted on the Mandatory Conversion Date) (the "Conversion Stock") at the rate of one share of Common Stock for each share of Convertible Preferred Stock, subject to adjustment as provided herein (the conversion rate, as adjusted from time to time pursuant hereto, the "Conversion Rate"). The Corporation

shall provide notice of the conversion of the shares of Convertible Preferred Stock (the "Conversion") to holders of record of the shares of Convertible Preferred Stock within fifteen (15) days prior to or after the Mandatory Conversion Date. Notice of the conversion shall state the Mandatory Conversion Date; the then Conversion Rate; and the place or places where certificates for such shares of Convertible Preferred Stock are to be surrendered for in exchange for certificates for the shares of Common Stock into which converted. Any such notice shall be provided by mail, sent to all the holders of record of the shares of Convertible Preferred Stock at each such holder's address as it appears on the stock register of the Corporation, first class postage prepaid; provided, however, that failure to give such notice or any defect therein will not affect the occurrence or validity of the automatic conversion of all outstanding shares of Convertible Preferred Stock. The holder of a share or shares of Convertible Preferred Stock shall deliver to the Corporation on or prior to the Mandatory Conversion Date during regular business hours, at such place as may have been designated by the Corporation, the certificate or certificates for the shares to be converted, duly endorsed or assigned in blank or to the Corporation (if required by it). Conversion shall be deemed to have been effected on the Mandatory Conversion Date notwithstanding the date on which such certificate or certificates are actually received by the Corporation. As promptly as practicable after the Mandatory Conversion Date, the Corporation shall issue and deliver to each holder that has surrendered his/her certificate(s) for Convertible Preferred Stock, a certificate or certificates for the number of full shares of Common Stock to which such holder is entitled pursuant to the Conversion and such adjustment in respect of any fraction of a share as provided hereinbelow. Upon such Conversion, each holder shall be deemed to have become a holder of Common Stock of record on the Mandatory Conversion Date.

(b) The Corporation shall not be required to issue any fraction of a share upon conversion of any share or shares of Convertible Preferred Stock. If more than one share of Convertible Preferred Stock shall be surrendered for conversion at one time by the same holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of the total number of shares of Convertible Preferred Stock so surrendered. If any fractional interest in a share of Common Stock would otherwise be deliverable upon conversion, the Corporation shall, instead of issuing any fractional share, make an adjustment therefor in cash unless its Board of Directors shall have determined to adjust fractional interests by issuance of scrip certificates or in some other manner. Adjustment in cash shall be made on the basis of the value of a share of Common Stock which shall be valued for such purposes at \$150,000 per share (the "Conversion Value").

(c) The issuance of Common Stock on conversion of Convertible Preferred Stock shall be without charge to the converting holder of Convertible Preferred Stock for any fee, expense or tax in respect of the issuance thereof, but the Corporation shall not be required to pay any fee, expense or transfer tax which may be payable in respect of any transfer involved in the issuance and delivery of shares in any name other than that of the holder of record on the books of the Corporation of the shares of Convertible Preferred Stock converted, and the Corporation shall not, in any such case, be required to issue or deliver any certificate for shares of Common Stock unless and until the person requesting

the issuance thereof shall have paid to the Corporation the amount of such fee, expense or transfer tax or shall have established to the satisfaction of the Corporation that such fee, expense or transfer tax has been paid.

(d) In case at any time the Corporation shall subdivide its outstanding shares of Common Stock into a greater number of shares, the Conversion Rate in effect immediately prior to such subdivision shall be proportionately increased and the number of shares of Conversion Stock immediately prior to such subdivision shall be proportionately increased, and conversely, increase at any time the Corporation shall combine its outstanding shares of Common Stock into a smaller number of shares, the Conversion Rate in effect immediately prior to such combination shall be proportionately reduced and the number of shares of Conversion Stock immediately prior to such combination shall be proportionately reduced. The Corporation shall at all times take such action as is necessary to assure that an adequate number of shares of Common Stock is available and reserved for issuance upon conversion of all outstanding shares of Convertible Preferred Stock. The Corporation shall not take any action with respect to any series or class of its capital stock if subsequent to such action the provisions of the preceding sentence could not be complied with.

(e) If any capital reorganization or reclassification of the capital stock of the Corporation, or consolidation or merger of the Corporation with another corporation, or the sale of all or substantially all of its assets to another corporation, shall be effected in such a way that holders of Common Stock shall be entitled to receive stock, securities or assets with respect to or in exchange for Common Stock, then as a condition of such reorganization, reclassification, consolidation, merger or sale, lawful and adequate provision shall be made whereby the holder of shares of Convertible Preferred Stock shall thereafter have the right to receive, upon the terms and conditions herein contained, upon conversion of such shares of Convertible Preferred Stock in accordance with this Section 5, in lieu of the shares of the Common Stock of the Corporation immediately theretofore receivable upon the conversion of the Convertible Preferred Stock, such shares of stock, securities or assets as may be issued or payable with respect to or in exchange for a number of outstanding shares of such Common Stock equal to the number of shares of such stock immediately theretofore so receivable had such reorganization, reclassification, consolidation, merger or sale not taken place, and in any such case appropriate provision shall be made with respect to the rights and interests of such holder to the end that the provisions hereof (including, without limitation, provisions for adjustment to the Conversion Rate and of the number of share issuable upon exercise) shall thereafter be applicable, as nearly as may be, in relation to any shares of stock, securities or assets thereafter deliverable upon the conversion of the Convertible Preferred Stock. The Company shall not effect any such consolidation, merger or sale unless prior to or simultaneously with the consummation thereof the successor corporation (if other than the Corporation) resulting from such consolidation or merger or the corporation purchasing such assets shall assume by written instrument executed and mailed or delivered to each holder of shares of Convertible Preferred Stock, the obligation to deliver to such holder such shares of stock, securities or assets as, in accordance with the foregoing provisions,

such Holder may be entitled to receive, and containing the express assumption of such successor corporation of the due and punctual performance and observance of each provision of this Section 5 to be performed and observed by the Corporation and of all liabilities and obligations of the Corporation hereunder.

(f) All adjustments under this Section 5 shall be determined by the Corporation's Board of Directors in good faith by application of the provisions hereof to such events.

6. Reservation of shares of Common Stock. The Corporation will at all times reserve and keep available out of its authorized and unissued Common Stock or its treasury shares, solely for the purpose of issuance upon the conversion of the Convertible Preferred Stock as herein provided, such number of shares of Conversion Stock as shall then be issuable upon the conversion of all outstanding shares of Convertible Preferred Stock into Conversion Stock. The Corporation will take all such action as may be necessary to assure that all such shares of Conversion Stock may be so issued without violation of any applicable law or regulation, or of any requirements of any national securities exchange upon which the Common Stock of the Corporation may be listed. The Corporation will not take any action which results in any adjustment of the Conversion Price or the number of shares of Conversion Stock issuable upon the conversion of the Convertible Preferred Stock if the total number of shares of Conversion Stock issued and issuable after such action upon conversion of the Convertible Preferred Stock would exceed the total number of unissued shares of Common Stock thereafter authorized by the Corporation's Articles of Incorporation.

7. Liquidation, Dissolution or Winding Up.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of shares of Convertible Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation available for distribution to stockholders under applicable law, prior and in preference to any distribution to holders of the Common Stock or any Junior Securities but in parity with any distribution to holders of Parity Securities, an amount per share equal to the amount by which \$150,000.00 exceeds the sum of all prior dividends per share previously declared and paid on Convertible Preferred Stock. If upon the occurrence of such event, the assets and funds to be distributed among the holders of shares of Convertible Preferred Stock and Parity Securities shall be insufficient to permit the payment to such holders of the full preferential amounts due to the holders of shares of Convertible Preferred Stock and Parity Securities, respectively, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of shares of Convertible Preferred Stock and Parity Securities, pro rata, based on the respective liquidation amounts to which each such series of stock is entitled by the Corporation's Articles of Incorporation and any article(s) of designation of preferences.

(b) Upon the completion of the distribution required by subsection 7(a) above, if assets remain in the Corporation available for distribution to stockholders under applicable law, they shall be distributed to holders of Convertible Preferred Stock and Common Stock on a pro rata basis per share, subject however to any superior or parity rights of any other shares of capital stock then outstanding.

(c) A consolidation or merger of the Corporation with or into any other corporation or corporations, or a sale, conveyance or disposition of all or substantially all of the assets of the Corporation or the effectuation by the Corporation of a transaction or series of related transactions in which more than 50% of the voting power of the Corporation is disposed of, shall not be deemed a liquidation, dissolution or winding up with the meaning of this Section 7.

B. Preferred Stock

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase

or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, if any, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation's capital stock and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

C. Common Stock.

1. General. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights.

2. Voting Rights. Except as otherwise required by law or Section A.3 of this Article II or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock and each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation.

3. Dividends. Subject to the rights of the holders of the Convertible Preferred Stock and the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends (payable in cash, stock or otherwise) as the Board of Directors may from time to time determine, payable to shareholders of record on such date or dates as shall be fixed for such purpose by the Board of Directors in accordance with the Florida Business Corporation Act.

4. Other. The Common Stock and holders thereof shall have all such other powers and rights as provided by law.

ARTICLE III - SPECIAL MEETING OF SHAREHOLDERS

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE IV - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 505 South Flagler Drive, Suite 1460, West Palm Beach, Florida 33401.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of three (3) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

Mark W. Koch
505 South Flagler Drive
Suite 1460
West Palm Beach, Florida 33401

Jean (a.k.a. Gina) Franano
505 South Flagler Drive
Suite 1460
West Palm Beach, Florida 33401

Michael Baker
505 South Flagler Drive
Suite 1460
West Palm Beach, Florida 33401

ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 505 South Flagler Drive, Suite 1460, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at that address is Mark W. Koch.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Corporation is Mark W. Koch, 505 South Flagler Drive, Suite 1460, West Palm Beach, Florida 33401.

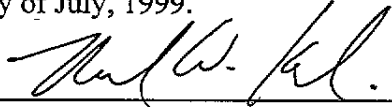
ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE IX - BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Corporation or any part thereof.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of Swing Doctors Productions, Inc. this 8th day of July, 1999.



MARK W. KOCH
Incorporator

**CONSENT OF REGISTERED AGENT
OF
SWING DOCTORS PRODUCTIONS, INC.**

FILED

99 JUL -8 PM 3: 05

The undersigned, Mark W. Koch, whose business address is 505 South Flagler Drive, Suite 1460, West Palm Beach, Florida 33401, hereby accepts appointment as the initial registered agent of Swing Doctors Productions, Inc., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



MARK W. KOCH
Registered Agent