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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Big Bend Entertainment Inc

FILED RECEIVED
99 SEP 27 PM 3:30
TALLAHASSEE, FLORIDA
STATE DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

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- ARTICLES ONLY
- ALL CHARTER DOCS

RUSH

| NEW FILINGS | |
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| <input checked="" type="checkbox"/> | Profit |
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| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A. Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
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| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

Ordered By: _____

Date: _____

gjc 9/27

ARTICLES OF INCORPORATION
OF
BIG BEN ENTERTAINMENT, INC.

99 SEP 27 PM 3:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is BIG BEN ENTERTAINMENT, INC. hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 12864 Biscayne Blvd., Suite 334, North Miami, Florida 33181.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 2079 NE 170 Street, North Miami Beach, Florida 33162, and BENJAMIN SATCHER is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

BENJAMIN SATCHER
2079 NE 170 Street
North Miami Beach, Florida 33162

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

BENJAMIN SATCHER
2079 NE 170 Street
North Miami Beach, Florida 33162

IN WITNESS WHEREOF, I, BENJAMIN SATCHER, the undersigned incorporator, have signed these Articles of Incorporation on this 24th day of September, 1999, and acknowledged the same to be my act.

Benjamin Satcher
BENJAMIN SATCHER

STATE OF FLORIDA)

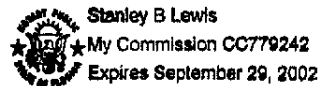
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 24th day of September, 1999 by BENJAMIN SATCHER, who personally appeared before me at the time of notarization, and who has produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That BIG BEN ENTERTAINMENT, INC. desiring to organize under the laws of the State of Florida with its principal office at City of North Miami Beach, County of Miami-Dade, State of Florida as indicated in the Articles of Incorporation, has named BENJAMIN SATCHER located at 2079 NE 170 Street in the City of North Miami Beach, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: *Benjamin Satcher*
BENJAMIN SATCHER

DATE: *Sept. 24, 1999*

99 SEP 27 PM 3:30
FILED
TALLAHASSEE, FLORIDA
STATE