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Coliseum Group, Inc.
1111 NORTHEAST 7TH AVE-SUITE 7000
FORT LAUDERDALE, FL 33304
(954) 270-7777

FILED
99 SEP 30 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 1, 1999

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The Department of State
Corporations Filing Dept.
409 E. Gaines Street
Tallahassee, FL 32399

RE: COLISEUM GROUP, INC.

Dear Sir/Madam:

Enclosed herewith are original Articles of Incorporation for filing the above corporation with the State of Florida.

I am also enclosing a check in the amount of \$122.50 to cover the cost of the same. I am also enclosing an additional copy for docketing and a Fedex return ticket for the same.

Please process as soon as possible.

You may contact me at the above telephone number should you have any questions.

Thanking you in advance,

I remain,

Very truly yours,
COLISEUM GROUP, INC.

Paul Hugo
Authorized Officer

MT:ml
enclosures

PH 10/4/99✓

ARTICLES OF INCORPORATION
OF

COLISEUM GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator(s), for the purpose of forming a Corporation under the **Florida Business Corporation Act**, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I:

NAME

The name of the corporation is: **Coliseum Group, Inc.**

ARTICLE II:

REGISTERED OFFICE,

AGENT AND PRINCIPAL PLACE OF BUSINESS

The Street address of the Registered office/principal place of business of the Corporation is: **800 E. Broward Blvd., Suite 310, Fort Lauderdale, Florida, 33316**, and the name of the Corporation's initial Incorporator and Registered Agent is:

Mr. Norman Kent, Esquire
800 E. Broward Blvd.-Suite 310
Fort Lauderdale, FL 33301

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which the Corporation may be organized under State and Federal Law.

ARTICLE IV
COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE V
AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is (100) One-Hundred shares of Common Stock having a par value of 1.00 per share. The consideration to be paid for each share of the Corporation shall be fixed and set by the Board of Directors of the Corporation and may be in whole or in part in cash or property, tangible or intangible, or in labor or services actually performed for the benefit of the Corporation, with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI
BYLAWS

The power to adopt, alter amend or repeal the Corporations Bylaws be vested in the Board of Directors and the Shareholders, except that the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders specifically that the Bylaw is not subject to amendment or repeal by the Director(s).

ARTICLE VII

INITIAL BOARD OF Director(s)

The Corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time, as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial Director(s) is/are:

Mr. Paul Hugo
Mr. Brett Tannanbaum
800 E. Broward Blvd.-Suite 310
Fort Lauderdale, FL 33301

ARTICLE VIII

DIRECTOR(S)

The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist from one member and not more than eleven members. A majority of the first Board of Directors named herein shall have the power to approve and adopt the Bylaws of this Corporation until their successors are elected or appointed.

The qualifications, time and place of election and term of office of each Director shall be provided for in the Bylaws of the Corporation.

The Officers of this Corporation may consist of a Chief Executive Officer, President, Vice President, Treasurer and Secretary and any such officers and agents as may provided for by the Bylaws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such Bylaws.

ARTICLE IX

DIRECTOR(S) LIABILITY

No Director shall be held liable or responsible for action taken by the Board of Directors acting under provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation or Bylaws.

The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as a Director, because or as a result of any action taken by the Board of Directors, shall be conducted by Counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All cost and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a Judgment or decree being rendered against the Director, the Corporation shall indemnify and save the Director harmless.

ARTICLE X

INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of this being or having a Director or any of the Corporation, or Director of any other Corporation which the Director served as such at the request of the Corporation, against the reasonable expenses, including but not limited to Attorney's fees, actually and necessarily incurred by the Director in connection with the

defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct, in the performance of the Director's duty to the Corporation.

The Corporation shall indemnify any Director made party to any action, suit or proceeding other than one by or in the Director's right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director in the Director's capacity as Director or an Officer of the Corporation, or Officer of any other Corporation which the Director or Officer served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to Attorney's Fee's actually and necessarily incurred as a result of such action, suit, proceeding's or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such **civil or criminal action**, suit or proceeding by judgment, settlement, conviction, or upon a plea of Nolo Contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that the Director had reasonable ground for belief that such action was lawful.

ARTICLE XI

REIMBURSEMENT OF DIRECTOR(S)

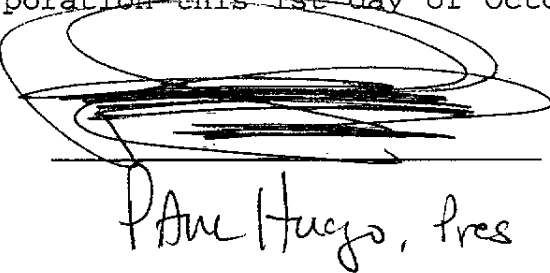
If a legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the Corporation

shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceedings, including but not limited to reasonable Attorney's Fee's Court Cost and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

ARTICLE IX
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on Shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval of the Board of Directors. Thereafter, every Amendment shall be approved at a Shareholder's meeting by the unanimous vote of the shares entitled to vote on the matter or in such other as may be provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of October, 1999.


Paul Hugo, Pres

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: Coliseum Group, Inc.

2. The name and address of the Registered Agent and Office is:

Name Norman Kent, Esquire

Street Address: 800 E. Broward Blvd.

Suite: 310

City, State, Zip Ft. Lauderdale, FL 33301

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.


Signature- (Title if Applicable)

R.A.

Date

10-1-99