

P 99000089729

PERSAUD & DECKER

ATTORNEYS AT LAW
A PARTNERSHIP, INCLUDING PROFESSIONAL ASSOCIATIONS
1450 MADRUGA AVENUE, SUITE 300
CORAL GABLES, FLORIDA 33146
TEL: (305) 665-3604 FAX: (305) 661-8305

October 4, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600003008416-8
-10/07/99-01047-008
*****157.50 *****78.75

FILED
99 OCT - 7 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RE: BIG MOUTH UNIVERSAL COMMUNICATIONS, INC.
BIG SHOT UNIVERSAL COMMUNICATIONS, INC.**

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for Big Mouth Universal Communications, Inc. and Big Shot Universal Communications, Inc. to be filed with the Secretary of State. Also enclosed is this firm's check in the amount of \$157.50 for the filing fees and certified copies of the same.

If you should have any questions, or need any further information, please do not hesitate to contact me.

Very truly yours,

PERSAUD & DECKER

Lissette Castro

Lissette Castro,
secretary to Samuel A. Persaud

\lc

Enclosures

C:\My Documents\Case\K\Kershner\sec-state.ltr.wpd

F. CHESLER

OCT 12 1999

**ARTICLES OF INCORPORATION
OF
BIG MOUTH UNIVERSAL COMMUNICATIONS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

BIG MOUTH UNIVERSAL COMMUNICATIONS, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Ten Million (10,000,000) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

Samuel A. Persaud, Esq.
PERSAUD & DECKER
1450 Madruga Avenue
Suite 300
Coral Gables, FL 33146
(305) 665-3604

99 OCT -7 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 100 Anchor Drive, PMB 491, Key Largo, Florida 33037. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

Samuel A. Persaud, Esq.
PERSAUD & DECKER
1450 Madruga Avenue
Suite 300
Coral Gables, FL 33146
(305) 665-3604

ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

ARTICLE VIII- INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:
ELIZABETH JO SHOTMEYER, 100 Anchor Drive, PMB 491, Key Largo, Florida 33037, **ARLENE J. KUPPER**, 100 Anchor Drive, PMB 491, Key Largo, Florida 33037 and **STEPHEN E. ZUKOWSKI**, 100 Anchor Drive, PMB 491, Key Largo, Florida 33037.

ARTICLE IX - INITIAL OFFICERS

The name and address of the first Officers and Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

ELIZABETH JO SHOTMEYER - President/Director	100 Anchor Drive PMB 491 Key Largo, FL 33037
STEPHEN E. ZUKOWSKI - Vice President/Director	100 Anchor Drive PMB 491 Key Largo, FL 33037
ARLENE J. KUPPER - Secretary/Treasurer/Director	100 Anchor Drive PMB 491 Key Largo, FL 33037

Samuel A. Persaud, Esq.
PERSAUD & DECKER
1450 Madruga Avenue
Suite 300
Coral Gables, FL 33146
(305) 665-3604

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is: Samuel A. Persaud, Esq., PERSAUD & DECKER, 1450 Madruga Avenue, Suite 300, Coral Gables, Florida 33146.

ARTICLE XI - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be 1450 Madruga Avenue, Suite 300, Coral Gables, Florida 33146. The Board of Directors may from time to time, designate such other address and place for the

Samuel A. Persaud, Esq.
PERSAUD & DECKER
1450 Madruga Avenue
Suite 300
Coral Gables, FL 33146
(305) 665-3604

registered office of this corporation as it may see fit.

ARTICLE XIV - SERVICE OF PROCESS

All legal service shall be made upon Samuel A. Persaud, Esq., the Registered Agent, at 1450 Madruga Avenue, Suite 300, Coral Gables, Florida 33146.

ARTICLE XV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

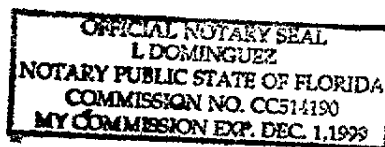
IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 20 day of September, 1999.

By: Samuel A. Persaud
Samuel A. Persaud, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20 day of September, 1999 by SAMUEL A. PERSAUD. He is personally known to me.

L. Dominguez
NOTARY PUBLIC STATE OF FLORIDA AT LARGE



Samuel A. Persaud, Esq.
PERSAUD & DECKER
1450 Madruga Avenue
Suite 300
Coral Gables, FL 33146
(305) 665-3604

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:


FIRST: BIG MOUTH UNIVERSAL COMMUNICATIONS, INC., WITH ITS
PRINCIPAL PLACE OF BUSINESS AT, 100 ANCHOR DRIVE, PMB 491, KEY
LARGO, FLORIDA 33037, STATE OF FLORIDA, HAS NAMED SAMUEL A.
PERSAUD, ESQ., LOCATED AT 1450 MADRUGA AVENUE, SUITE 300, CITY OF
CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS.

DATED: Sept. 20, 1999.


Samuel A. Persaud, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: Sept 20, 1999.

By: 
Samuel A. Persaud, Registered Agent
Florida Bar No: 936881

Samuel A. Persaud, Esq.
PERSAUD & DECKER
1450 Madruga Avenue
Suite 300
Coral Gables, FL 33146
(305) 665-3604

99 OCT - 7 PM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED