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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)541-3694  
Fax Number : (305)541-3770

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

B.A.D. HOLDINGS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
B.A.D. HOLDINGS, INC.

The undersigned hereby agree(s) to organize a corporation under the laws of the State of Florida, with the following Articles of Incorporation.

ARTICLE I  
NAME

The corporate name shall be:  
  
B.A.D. HOLDINGS, INC.

ARTICLE II  
EXISTENCE

The corporation shall have perpetual existenc.

ARTICLE III  
PURPOSE

The corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

ARTICLE IV  
AUTHORIZED CAPITAL STOCK

The amount of capital stock authorized is five thousand (5,000) shares with no par value.

THIS DOCUMENT WAS PREPARED BY:  
DOUGLAS D. STRATTON, ESQ.  
Florida Bar No. 240966  
407 Lincoln Road, Suite 2A  
Miami Beach, Florida 33139  
(305) 672-7772

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**ARTICLE V  
PRINCIPAL OFFICE**

The post office address of the principal office of the corporation is: 151 N.W. 24 Street, Miami, Florida, 33127, or at any other location that the Board of Directors chooses to designate.

**ARTICLE VI  
INITIAL REGISTERED AGENT**

The initial Registered Agent of the corporation is:

DOUGLAS D. STRATTON, ESQ., and the street address of the registered office is:  
407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name(s) and address(es) of the first Board of Directors who shall serve until the first annual meeting of the shareholders or until their successors are elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
Brook A. Dorsch	151 N.W. 24 Street Miami, Florida 33127

**ARTICLE VIII  
POWERS OF DIRECTOR(S)**

The Director(s) shall exercise all powers conferred by law.

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**ARTICLE IX  
INDEMNIFICATION**

The corporation shall indemnify any and all of its directors or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

**ARTICLE X  
AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes.

**ARTICLE XI  
INCORPORATOR**

The name(s) and address(es) of the Incorporator(s) of the corporation is/are as follows:

**NAMES**

**ADDRESSES**

Brook A. Dorsch

151 N.W. 24 Street  
Miami, Florida 33127

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the corporation, has executed these Articles of Incorporation this 3 day of Dec, 1999.



Brook A. Dorsch  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)  
)ss:  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared Brook A. Dorsch, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforementioned this 3 day of Dec, 1999.

  
NOTARY PUBLIC  
State of Florida

DOUGLAS D STRATTON  
Print, type of stamp Commissioned  
Name of Notary Public

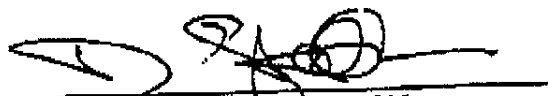
OFFICIAL NOTARY SEAL  
DOUGLAS DAVID STRATTON  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC786915  
MY COMMISSION EXP. NOV. 19, 2002

Personally known \_\_\_\_\_ or produced Identification  Type of Identification Produced FLA DIL

My Commission Expires:

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions in Chapter 48.091, Florida Statutes, relative to keeping open said office.

  
DOUGLAS D. STRATTON  
REGISTERED AGENT  
Florida Bar No. 240966

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