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BRISKIN & ASSOCIATES, L. C.

ATTORNEYS AT LAW
1001 CAMBRIDGE SQUARE
SUITE D
ALPHARETTA, GEORGIA 30004

TEL: (770) 410-1555
FAX: (770) 410-3281

MAY 3 2000
00 MAY -3 PM 1:01
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

May 1, 2000

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

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-05/03/00--01081--021
*****78.75 *****78.75

Re: Incorporation of Rudd Enterprises, Inc.

Dear Sir or Madam:

To effect the incorporation of Rudd Enterprises, Inc., we deliver to you the following documents:


1. One original and one copy of the Articles of Incorporation of Rudd Enterprises, Inc.;
2. The Transmittal Letter; and
3. Our check in the amount of \$78.75 payable to the Florida Department of State in payment of the incorporation filing fee and issuance of a Certificate of Status.

We respectfully request that you file and record the enclosed Articles. Please return the conformed copy and the Certificate of Status to our office at the address listed above. If you should have any questions, please feel free to contact this office at 770.410.1555.

Thank you for your prompt attention to this matter.

Sincerely,

BRISKIN & ASSOCIATES, L.C.


Alan M. Briskin

Enclosures

RUDD ENTERPRISES, INC.
ARTICLES OF INCORPORATION

FILED
00 MAY -3 PM 1:01
STATE OF FLORIDA

ARTICLE I: Name

The name of the Corporation is: Rudd Enterprises, Inc.

ARTICLE II: Principal Office

The place of business/mailling address of the initial principal office of the Corporation is: 1900 Glades Road, Suite 450, Boca Raton, Fla. 33431.

ARTICLE III: Purpose

The Corporation is organized for the purpose of engaging in any lawful act or activity for which corporations may be organized may be organized to do business under the laws of the State of Florida.

ARTICLE IV: Shares

The Corporation shall have authority to issue one hundred thousand (100,000) shares of stock.

ARTICLE V: Registered Agent

The name of the initial registered agent of the Corporation is Impact-A Sports Management Corporation, and the Florida street address of said Registered Agent is 1900 Glades Road, Suite 450, Boca Raton, Florida.

ARTICLE VI: Incorporator

The name and address of the incorporator is: Alan M. Briskin, Esquire, BRISKIN & ASSOCIATES, L.C., 1001 Cambridge Square, Suite D, Alpharetta, Georgia 30004.

ARTICLE VII: Actions by Unanimous Consent

Action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted.

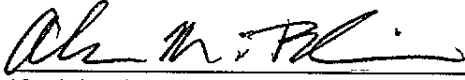
Having been named as registered agent to accept service of process for the above-state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Impact-A Sports Management Company

By: M. Frankel
Mitchell Frankel, President

4-28-00
Date

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for **Rudd Enterprises, Inc.**



Alan M. Briskin, Esquire
BRISKIN & ASSOCIATES, L.C.
Incorporator

5/1/00
Date

BRISKIN & ASSOCIATES, L.C.
1001 Cambridge Square, Suite D
Alpharetta, Georgia 30004
(770) 410-1555

5:15 PM
MAY -3 PM 1:01
STATE OF FLORIDA