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Florida Department of State
Division of Corporations
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To:
Division of Corporations
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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

MVP SPORTS MANAGEMENT, INC.

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|-----------------------|---------|
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ARTICLES OF INCORPORATION
OF
MVP SPORTS MANAGEMENT, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is MVP SPORTS MANAGEMENT, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$2.00 per share.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Article of Incorporation originally filed or now shares created by amendment thereto, shall have the right to purchase their pro rata share thereof at the same price and under the same terms at which it is offered to others.

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

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ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time for the filing of these Article of Incorporation by the Department of State.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is 5835 SW 45 Terrace, Miami, Florida 33145. The Board of Directors may, from time to time, move the principal office to any other address.

The name of the initial Registered Agent of this corporation is DAVID K. FRIEDLAND, ESQUIRE, Lott & Friedland, P.A., 355 Alhambra Circle, Suite 1100, Coral Gables, Florida 33134.

ARTICLE IX. DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished, from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The

corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

ARTICLE X. INITIAL OFFICERS AND DIRECTORS

The name and mailing address of the initial Director(s) and Officer(s) of the corporation are:

Enrique "Henry" J. Vilar, President, Secretary & Director
5835 SW 45 Terrace
Miami, Florida 33145

David K. Friedland, Vice-President, Treasurer & Director
355 Alhambra Circle
Suite 1100
Coral Gables, Florida 33134

ARTICLE XI. INCORPORATOR

The name and post office address of the Incorporator to these Article of Incorporation is DAVID K. FRIEDLAND, ESQUIRE, Lott & Friedland, P.A., 355 Alhambra Circle, Suite 1100, Miami, Florida 33134.

ARTICLE XII. AMENDMENTS

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 it to the stockholders and approved at the 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 intentions that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Incorporator of MVP SPORTS MANAGEMENT, INC. this _____ day of October, 2001.

David K. Friedland

DAVID K. FRIEDLAND
INCORPORATOR

STATE OF FLORIDA:

COUNTY OF DADE :

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this State and county above named, to take acknowledgments, personally appeared DAVID K. FRIEDLAND, to me know to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation for MVP SPORTS MANAGEMENT, INC.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 17th day of October, 2001.

Laurea del Rossi
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

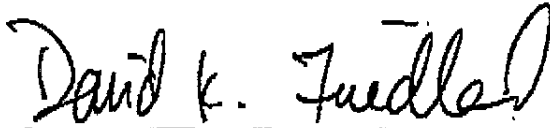


Laurea del Rossi
MY COMMISSION # CC315643 EXPIRES
May 2, 2004
BONDED THROUGH FARM INSURANCE INC.

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ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.



DAVID K. FRIEDLAND
Lott & Friedland, P.A.
355 Alhambra Circle, Suite 1100
Coral Gables, Florida 33134

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TALLAHASSEE, FLORIDA

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