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STATE SECRETARY OF STATE  
DIVISION OF CORPORATIONS

14

**COVER LETTER**

**TO: Department of State  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314**

**SUBJECT: WALLNER SPORTS AND ENTERTAINMENT, INC.**

Enclosed please find an original and two (2) copies of the articles of incorporation and a check for \$78.75 filing fee and certified copy, made payable to Florida Department of State.

Please return all correspondence concerning this matter to the following:

Jeffrey R. Wallner  
President  
Wallner Sports and Entertainment, Inc.  
358 Fifth Avenue, Suite 1500  
New York, New York 10001  
Email: jeffwallner@aol.com

**ARTICLE OF INCORPORATION**

**OF**

**WALLNER SPORTS AND ENTERTAINMENT, INC.**

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The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation shall be: WALLNER SPORTS AND ENTERTAINMENT, INC.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 358 Fifth Avenue, Suite 1500, New York, New York, 10001.

**ARTICLE III**

**PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act, as amended (the "Act"), of the State of Florida.

**ARTICLE IV**

**AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock, par value \$0.01 per share. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation each share of Common Stock shall be entitled to one vote per share. Subject to the rights of any outstanding class or series of capital stock ranking senior to Common Stock as to dividends, dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Common Stock are entitled to share ratably in the net assets, if any,

remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Common Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

#### **ARTICLE V**

##### **INITIAL OFFICERS AND DIRECTORS**

The business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall consist of not less than one person. The manner of election and qualifications shall be provided in the Bylaws of the Corporation. The initial Officers of the Corporation shall consist of the following:

<b>Name and Title</b>	<b>Address</b>
Jeffrey R. Wallner, President	358 Fifth Avenue, Suite 1500, New York, New York 10001
Len Lawrence Sinisgalli, Treasurer	358 Fifth Avenue, Suite 1500, New York, New York 10001
Robert J. Hantman, Secretary	358 Fifth Avenue, Suite 1500, New York, New York 10001

#### **ARTICLE VI**

##### **ADDRESS OF REGISTERED AGENT AND OFFICE IN THIS STATE**

The name of the initial registered agent of the Corporation is Robert J. Hantman, Esq., and the street address of the initial registered agent of the Corporation is 407 Lincoln Rd, Penthouse SE, Miami Beach, Florida 33139.

#### **ARTICLE VII**

##### **DURATION AND EFFECTIVE DATE**

The Corporation shall exist from the date of the filing of these Articles with the Secretary of State until the occurrence of any of the events specified in the Florida Statutes, unless continued by the unanimous consent of all the Board of Directors.

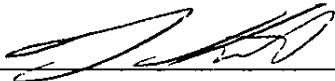
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ARTICLE VIII  
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Jeffrey R. Wallner  
358 Fifth Avenue, Suite 1500  
New York, New York 10001

*Having been named as Registered Agent to accept service of process for the above stated 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. I further acknowledge that I am familiar with, and accept the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.*

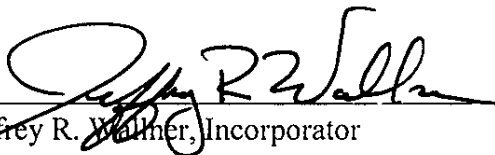


Robert J. Hantman, Registered Agent

3-3-14

Date

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.1555, F.S.*



Jeffrey R. Wallner, Incorporator

3-3-14

Date