

P96000104032

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: The Interactive Sports Network, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

96 DEC 30 PM 1:36

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL DEC 30 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>12/30</u>	_____	_____
TIME	_____	_____	CK No. _____
BY	_____	_____	_____

WALK-IN Will Pick Up 10:30 [Signature]

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	200002040802--5	_____
<input type="checkbox"/> Driving Record	-12/00/96--01018--027	_____
<input type="checkbox"/> Document Retrieval	****122.50 ****122.50	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
THE INTERACTIVE SPORTS NETWORK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be The Interactive Sports Network, Inc.

ARTICLE II

The corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida, including, but not limited to, the creation, design, development, marketing and maintenance of sites on the internet.

ARTICLE IV

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock, each share of the par value of One Dollar (\$1.00). No shares without nominal or par value shall be issued.

ARTICLE V

The principal office and mailing address of the corporation is 3 West Garden Street, Suite 600 (32501), P. O. Box 12950, Pensacola, Florida 32576.

ARTICLE VI

The street address of the initial registered office of this corporation is 3 West Garden Street, Pensacola, Florida 32501. The name of the initial registered agent of the corporation is J. Nixon Daniel, III whose business address is 3 West Garden Street, Suite 600, Pensacola, Florida 32501.

ARTICLE VII

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but the number of directors of the corporation shall not be less than one nor more than nine. The names and addresses of the initial directors of this corporation are as follows:

J. Nixon Daniel, III
3 West Garden Street, Suite 600
Pensacola, Florida 32501

Frank Genovese
317 Lincoln Avenue
Pittsburgh, PA 15147

Dwight Thomas
8335 Chickasaw Trail
Tallahassee, Fl 32312

ARTICLE VIII

The name and address of the incorporator is:

J. Nixon Daniel, III
3 West Garden Street, Suite 600
Pensacola, Florida 32501

ARTICLE IX

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice given of the changes to be made in accordance with the Bylaws of the corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

ARTICLE X

The power to adopt, alter, amend, or repeal the Bylaws of the corporation shall be vested in the Board of Directors.


ARTICLE XI

At any meeting of the stockholders, a majority of the outstanding shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the outstanding shares represented at the meeting entitled to vote on the subject matter shall be the act of the shareholders, except as otherwise provided in Article IX above.

ARTICLE XII

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation this the 27 day of December, 1996.

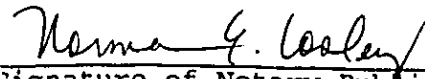


J. Nixon Daniel, III
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

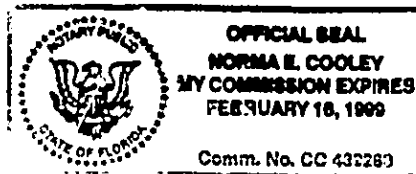
The foregoing instrument was acknowledged before me this 27th day of December, 1996, by J. Nixon Daniel, III, who did not take an oath and who:

- is/are personally known to me.
 produced current Florida driver's license as identification.
 produced _____ as identification.



Signature of Notary Public
NORMA E. COOLEY

Name of Notary Printed
My Commission Expires: _____
Commission Number: _____



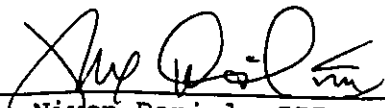
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501, Florida Statutes, the following is submitted: That The Interactive Sports Network, Inc., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at 3 West Garden Street, Suite 600, Pensacola, Florida 32501, has named J. Nixon Daniel, III, a resident of Escambia County, Florida, whose business address is 3 West Garden Street, Suite 600, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

ACCEPTANCE:

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.



J. Nixon Daniel, III

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TALLAHASSEE, FLORIDA