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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

american sports marketing, inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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(A)

ARTICLES OF INCORPORATION

OF

AMERICAN SPORTS MARKETING, INC.

a Florida Corporation

ARTICLE I-NAME

The name of this Corporation is AMERICAN SPORTS MARKETING, INC., a Florida Corporation.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 500 shares of no par value common stock, which shall be designated "Common Shares".

ARTICLE V-REGISTERED OFFICE AND AGENT AND CORPORATE ADDRESS

The name and street address of the initial registered office of this Corporation is Jorge L. Lopez-Garcia, 777 Brickell Avenue, Suite 950, Miami, Florida 33131. The initial corporate address of this corporation is 3006 Aviation Avenue, Suite 2A, Coconut Grove, Florida 33133.

This Instrument Prepared By:  
Jorge L. Lopez-Garcia, Esq.  
FL Bar No. 0861685  
Rodriguez Lopez-Garcia, P.A.  
777 Brickell Avenue, Suite 950  
Miami, FL 33131 (305)358-7600

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**ARTICLE VI-INITIAL BOARD OF DIRECTORS**

This Corporation shall have TWO (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than TWO (2). The names and addresses of the initial Directors are:

| <u>NAME</u>         | <u>ADDRESS</u>   |
|---------------------|--|
| Carlos E. Avila     | 3006 Aviation Avenue, Suite 2A<br>Coconut Grove, Florida 33133 |
| Marcelo G. Rozental | 21205 Yacht Club Drive, #1909<br>Miami, Florida 33180          |

**ARTICLE VII-BYLAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

**ARTICLE VIII-INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE IX- PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X-INCORPORATOR**

The person signing these articles is Carlos E. Avila.


**ARTICLE XI-AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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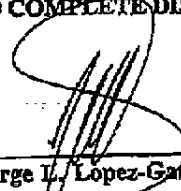
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 11 day of Oct., 1999.

  
Carlos E. Avila

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 18 day of Oct., 1999.

  
Jorge L. Lopez-Garcia

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