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ALSO ADMITTED TO THE BAR OF
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REPLY TO
FORT LAUDERDALE OFFICE

October 1, 1996

EDIFICIO BOUGANVILIA
5a. AV. 4-29, Zona 10
So. NIVEL
GUATEMALA, CENTRAL AMERICA
TEL: (0118022) 213003
FAX: (0118022) 213008

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Team Freedom Promotions, Inc.

Dear Sir/Madam:

With reference to the above-captioned corporation, enclosed please find the following:

1. Original and one copy of Application by Foreign Corporation for Authorization Transact Business in Florida.
2. Original Certificate of Existence with Status in Good Standing from the Secretary of State of the State of Nevada.

Please file the original Application and forward the filed copy of the Application to: Roger S. Haber, Esquire, Kraditor & Haber, P.C., 1140 Avenue of the Americas, New York, New York 10036. A self-addressed envelope is enclosed for your convenience.

If you have any questions regarding the above, please contact either Roger Haber, Esquire at (212) 768-2100, or Leon R. Margules, Esquire at (954) 761-7201.

I thank you in advance for your cooperation in this matter.

Very truly yours,

LEON R. MARGULES

LRM/al
Enclosures
cc: Roger Haber, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

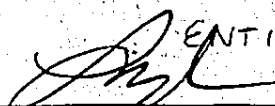
**IN COMPLIANCE WITH SECTION 807.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. TEAM FREEDOM PROMOTIONS, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. NEVADA
(State or country under the law of which it is incorporated)
3. 88-035 2823
(FEI number, if applicable)
4. 1/30/96
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 8/26/96
(Date first transacted business in Florida. (See sections 807.1501, 807.1502 and 817.156, F.S.))
7. 1140 AVENUE OF THE AMERICAS, 5TH FLOOR
NEW YORK, NEW YORK 10036
(Current mailing address)
8. BOXING PROMOTION + OTHER CORPORATE PURPOSES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
 Name: LEON MARGULES, ESQ.
 Office Address: C/O ENTIN + MARGULES, P.A.
200 E. BROWARD BLVD.
FT. LAUDERDALE, Florida, 33301
 (Zip Code)

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10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

ENTIN + MARGULES, P.A.


(Registered agent's signature) (Officer)

LEON MARGULES
 (Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days after to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: LUIS DECUBAS

Address: C/O ENTIN + MARGULES 200 E. BROWARD BLVD.
FT. LAUDERDALE, FL 33301

Vice Chairman: LEON MARGULES

Address: C/O ENTIN + MARGULES 200 E. BROWARD BLVD.
FT. LAUDERDALE, FL 33301

Director: ROGER S. HABER

Address: C/O KRADITOR + HABER 1140 AVENUE OF THE AMERICA
NEW YORK, NY 10036

Director: DAVE HERMAN

Address: 40 EISENHOWER DRIVE
CRESSKILL, NJ 07626

B. OFFICERS

President: LUIS DECUBAS

Address: C/O ENTIN + MARGULES 200 E BROWARD BLVD
FT. LAUDERDALE, FL 33301

Vice President: LEON MARGULES

Address: C/O ENTIN + MARGULES 200 E. BROWARD BLVD
FT. LAUDERDALE, FL 33301

Secretary: KELLI A. BAILIN

Address: C/O KRADITOR + HABER 1140 AVENUE OF THE
NEW YORK, NY 10036
AMERICAS

Treasurer: KEVIN A. BAICIN

Address: 60 KRADTOR + HABER 1140 AVE OF THE AMER
NEW YORK NY 10036

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROGER S. HABER, DIRECTOR
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **TEAM FREEDOM PROMOTIONS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 30, 1996, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on August 31, 1996.

Dean Heller

Secretary of State

By

Rick Jones

Certification Clerk

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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