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August 4, 1998

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

Re: Big Fist Productions, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Big Fist Productions, Inc. for filing with your office, together with our check in the amount of \$122.50 representing the necessary filing fee. Kindly return a filed copy of the Articles to the undersigned in the enclosed pre-addressed, postage paid envelope.

Should you have any questions, please do not hesitate to contact me. Thank you for your anticipated cooperation.

Very truly yours,

Leon R. Margules

LRM/cgb
Enclosures

FILED
98 AUG -7 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/8-12-98

ARTICLES OF INCORPORATION

OF

BIG FIST PRODUCTIONS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: BIG FIST PRODUCTIONS, INC.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is any lawful activity or business authorized in the State of Florida specifically in the area of Professional Boxing.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 750 shares, each share having a par value of One Dollar (\$1.00) .

Authorized capital stock may be paid for in cash, services of property, at a just value to be fixed by the Board of Directors of the corporation at any regular or special meeting.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

LEON R. MARGULES, ESQUIRE
Entin & Margules, P.A.
200 East Broward Boulevard
Suite 1210
Fort Lauderdale, Florida 33301
Florida Bar No. 292877

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TALLAHASSEE, FLORIDA

ARTICLE V. ADDRESS

The initial address of the principal and registered office of this corporation is to be: 200 East Broward Boulevard, Suite 1210, Fort Lauderdale, Florida 33301. Leon R. Margules, Esq. shall be the initial Registered Agent at such address. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI. DIRECTORS

This corporation shall have three (3) directors initially.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

- A. LEON R. MARGULES, 200 East Broward Boulevard, Suite 1210, Fort Lauderdale, Florida 33301.
- B. ROGER HABER, 1140 Avenue of the Americas, Fifth Floor, New York, New York 10036.
- C. LUIS DeCUBAS, 19220 East St. Andrews Drive, Miami, Florida 33015.

ARTICLE VIII. OFFICERS

- A. The officers of the corporation shall be President, Vice-President and Secretary/Treasurer and such other officers as may be provided by the By-Laws.
- B. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

- 1. Luis DeCubas, President

2. Leon R. Margules, Secretary

3. Roger Haber, Treasurer

C. The officers shall be elected at the annual meeting of the Board of Directors as provided in the By-Laws.

ARTICLE IX. SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation is as follows:

A. LEON R. MARGULES, 200 East Broward Boulevard, Suite 1210, Fort Lauderdale, Florida 33301.

ARTICLE X. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's 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 intention that certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on this 5th day of August, 1998.



(Notary acknowledgment contained on next page)

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, personally appeared Leon R. Margules, who is personally known to me.

WITNESS my hand and official seal in the County and State named above on this 4th day
of August, 1998.



Crisanda G. Banks

Notary Public, State of Florida at Large
My Commission Expires:

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the
place designated in this certificate, I hereby accept to act in this capacity and agree to comply
with the provision of said Act relative to keeping open said office.

[Signature]

LEON R. MARGULES

FILED
98 AUG -7 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA