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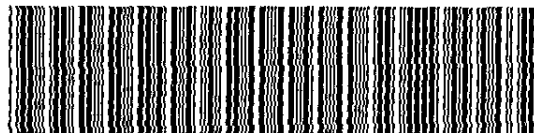
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Brumbley MAY 3 2005

LAMONT & AUCHAMPAU, P.A.

Post Office Box 6026

Clearwater, FL 33758

Telephone: 727.772.7344 Facsimile: 727.771.0841

David A. Lamont, Esq.

Michael C. Auchampau, Esq.

April 28, 2005

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Michael J. Shane Wrestling, LLC

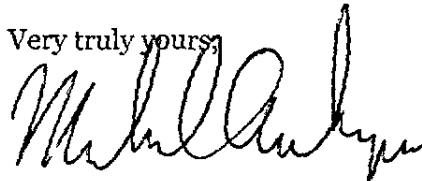
Dear Sir/Madam:

Enclosed are two original copies of the executed Articles of Organization, Certificate of Registered Agent, and Operating Agreement for the above-referenced corporation. Please endorse your approval of the Articles on the duplicate original copy provided and return the same to my office.

A check in the amount of \$125.00 is enclosed to cover the filing fee.

If you find any problems with the enclosed documents or require additional information, please do not hesitate to contact my office. Thank you for your assistance.

Very truly yours,



By: Michael C. Auchampau, Esquire

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MCA/sv
Enclosures

ARTICLES OF ORGANIZATION

OF

MICHAEL J. SHANE WRESTLING, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME.

The name of the Limited Liability Company is Michael J. Shane Wrestling, L.L.C. (hereinafter referred to as the "Company").

2. PERIOD OF DURATION.

The Company shall have perpetual existence unless dissolved as provided in the Florida Limited Liability Act or the written Operating Agreement to be executed by all of the Members of the Company.

3. PURPOSE.

The purpose for which the Company is organized is to own, promote, license, manage, merchandize, and otherwise control the career of Michael J. Shane as a public personality, and to engage in any and all other businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. ADDRESS OF PLACE OF BUSINESS.

The mailing and street address of the place of business in

Florida for the Company is 2237 Cypress Court, Dunedin, Florida 34698. Such address may be changed from time to time as provided in the Operating Agreement.

5. REGISTERED AGENT.

The initial registered agent in Florida for the Company is: Michael J. Shane, and the initial registered office is located at 2237 Cypress Court, Dunedin, Florida 34698.

6. INITIAL CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Company is as follows: One Thousand and No/100 Dollars (\$1,000.00) in cash.

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all Members and the times at which such contributions shall be made, are as follows: No total additional contributions have been agreed to as of the date of filing of these Articles of Organization. Additional contributions, if any, will be made as provided in the Operating Agreement.

8. CONTINUITY OF BUSINESS.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written

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consent of all the remaining Members of the Company.

9. MANAGEMENT.

The Company shall be a member-managed company.

10. INDEMNIFICATION.

Unless expressly agreed otherwise in writing by all of the Members, the Company shall indemnify any manager to the full extent permitted under the Florida Limited Liability Company Act.

11. EFFECTIVE TIME.

These Articles shall be effective when filed with the Florida Department of State.

Executed at Pinellas County, FL, on the 28th day of

April, 2005


Michael J. Shane
Sole Member

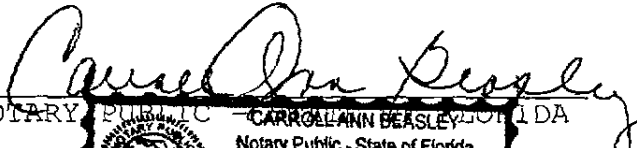
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA,

COUNTY OF PINELLAS.

The foregoing instrument was acknowledged before me this April 28th day of April, 2005 by Michael J. Shane, sole member of Michael J. Shane Wrestling, L.L.C., a Florida limited liability company, on behalf of the company. He is personally known to me or has produced _____ as identification.

(SEAL)


NOTARY PUBLIC - CARROLL ANN BEASLEY - FLORIDA
Notary Public - State of Florida
My Commission Expires Jul 4, 2009
Commission # DD 419895
Bonded By National Notary Assn.
Print, Type or Stamp Name of Notary

Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the state of Florida.

1. The name of the company is: Michael J. Shane Wrestling, LLC.
2. The name and address of the registered agent and office is:

Michael J. Shane
2237 Cypress Court
Dunedin, FL 34698

Executed at Pinellas County, FL, on the 28th day of

April, 2005.

MICHAEL J. SHANE WRESTLING, LLC

Michael J. Shane

By: Michael J. Shane
Sole Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Michael J. Shane

Michael J. Shane
Sole Member

Date 4/28/05

REGISTERED AGENT FILING FEE:\$25.00