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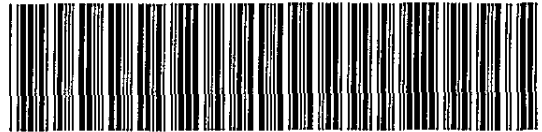
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03 MAR -3 PM 2:20
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Office of the General Counsel

February 25, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: UCF Athletic Association, Inc.

Dear Sirs:

I have enclosed for filing original articles of incorporation for UCF Athletic Association, Inc., a Florida not-for-profit corporation. I have also enclosed a check in the amount of \$78.75 for the filing fee and to obtain a certified copy of the articles of incorporation.

Please return the certified copy to the address below.

Thank you for your assistance. If you have any questions, please let me know.

Sincerely,

A handwritten signature in black ink, appearing to read 'W. Scott Cole'.

W. Scott Cole
General Counsel

Enclosure

**ARTICLES OF INCORPORATION
OF
UCF ATHLETIC ASSOCIATION, INC.**

03 MAR -3 PM 2:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of UCF Athletic Association, Inc., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is: UCF Athletic Association, Inc.

ARTICLE II. PRINCIPAL OFFICE

The initial principal place of business and mailing address of the Corporation shall be 4000 Central Florida Blvd., Wayne Densch Sports Center, Room 107, Orlando, FL 32816

ARTICLE III. PURPOSES AND POWERS

A. The Corporation is organized as a Corporation not for profit pursuant to, and shall possess all of the powers enumerated in, Chapter 617, and Section 1004.28, Florida Statutes. The purposes and powers of the corporation include, but are not limited to the following:

1. The Corporation is organized and shall be operated exclusively to receive, hold, invest, and administer property and to make expenditure to or for the benefit of the University of Central Florida. More specifically, the purpose of the Corporation shall be to promote education and science and to encourage, stimulate, and promote the health and physical welfare of the students of the University of Central Florida by encouraging, conducting, and maintaining all kinds of intercollegiate athletics, games, contests, meets, exhibits, and field sports at the University of Central Florida, and at other places in the State of Florida, and in such other places in the United States and foreign countries as it may be lawful to conduct the aforesaid activities.
2. The Corporation may hold any property, or any undivided interest therein, without limitation as to amount or value; may dispose of any such property and invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the Corporation's board of directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation or any applicable laws or rules.
3. The Corporation may transact any and all lawful business, subject to the limitations contained herein.

B. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to the Corporation and reasonable amounts expended by reason of the Corporation's effecting one or more of the purposes), and no member, director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in apposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall carry on only activities permitted to be carried on by (i) an organization exempt under Section 501(c)(3) of the Code and pertinent Treasury Regulations as they now exist or as they may be amended or (ii) any organization, contributions to which are deductible under Section 170(c)(2) of the Code pertinent Treasury Regulations as they now exist or as they may be amended.

ARTICLE IV. MEMBERS

The members of the Corporation shall consist of the members of the Corporation's board of directors.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of the Corporation is 4000 Central Florida Blvd., Room 360, Millican Hall, Orlando, FL 32816 and the name of the Corporation's initial registered agent at the address is W. Scott Cole.

ARTICLE VI. BOARD OF DIRECTORS

A. Management of Corporate Affairs. The Corporation shall be managed, its properties controlled and its affairs governed under the direction of its board of directors. The terms and manner of election of the Directors shall be as provided in the Bylaws.

ARTICLE VII. NAME AND ADDRESS OF INCORPORATOR

The names and address of the incorporator is:

Name

Address

W. Scott Cole

4000 Central Florida Blvd.
Room 360, Millican Hall
Orlando, FL 32816

ARTICLE VIII. DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after the payments of the corporation's lawful debts shall be distributed to the University of Central Florida Foundation, Inc., a Florida Corporation not for profit, if then qualified under the provisions of Section 501(c)(3) of the code and pertinent Treasury regulations as they now exist or as they may be amended, or if not, as directed by the President of the University of Central Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 24th day of february, 2003

A handwritten signature in cursive script, appearing to read "W. Scott Cole", written over a horizontal line.

W. Scott Cole

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617, Florida Statutes, UCF Athletic Association, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is UCF Athletic Association, Inc.
2. The name and address of the registered agent and office are W. Scott Cole, 4000 Central Florida Blvd., Room 360, Millican Hall, Orlando, FL 32816.

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, W. Scott Cole hereby accepts the appointment as registered agent and agrees to act in this capacity. W. Scott Cole, further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with accepts the obligations of his position as registered agent.


W. Scott Cole

Date: 2/24/03

2/21/2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA