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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: SYLVESTER STALLONE WORLD OF CHARITIES, INC.
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ARTICLES OF INCORPORATION
OF
SYLVESTER STALLONE WORLD OF CHARITIES, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

FILED
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ARTICLE I

NAME

The name of the Corporation is SYLVESTER STALLONE WORLD OF CHARITIES, INC.

ARTICLE II

ENABLING LAW

The Corporation is organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSES

1. The specific and primary purpose for which the Corporation is formed is:

(a) to organize and conduct sporting and entertainment events, the net proceeds from such events of which will be used to benefit charitable purposes.

(b) to operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt

Stewart A. Merkin, Esq.
Merkin, Levin & Iglesias, P.A.
444 Brickell Avenue, Suite 300
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444

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organization under Section 501(c)(3) of the Internal Revenue Code, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

2. The Corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida; provided, however, that the Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs 1. (a) and (b) of this article.

ARTICLE IV

TERM

The Corporation shall have a perpetual existence.

ARTICLE V

INCORPORATOR

The name and residence of the incorporator of these Articles of Incorporation is: STEWART A. MERKIN, ESQ., RIVERGATE PLAZA, SUITE 300, 444 BRICKELL AVENUE, MIAMI, FLORIDA 33131.

ARTICLE VI

MEMBERSHIP AND MANAGEMENT OF THE CORPORATION

The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation shall be in a Board of Directors consisting of at least three (3) directors, whose method of appointment shall be contained in the Bylaws of the Corporation, and who shall have and may

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exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation and the Bylaws of the Corporation as from time to time in effect.

ARTICLE VII

PRINCIPAL OFFICE

The principal office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

LOCATION OF REGISTERED OFFICE;

IDENTIFICATION OF REGISTERED AGENT

(a) The address of the Corporation's initial registered office in the State of Florida is: Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

(b) The name of the Corporation's initial registered agent at the above address is: STEWART A. MERKIN, ESQ.

ARTICLE IX

EARNINGS AND ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to

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influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or (iii) by a non profit corporation organized under the laws of the State of Florida.

(d) Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE X

BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on the Corporation.

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ARTICLE XI

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be made by a resolution adopted by the Board of Directors.

ARTICLE XII

DISSOLUTION

The Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the Board of Directors. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational, purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

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The undersigned constituting the incorporator of the Corporation, for the purpose of forming the Corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 14 day of March, 1995


Stewart A. Merkin

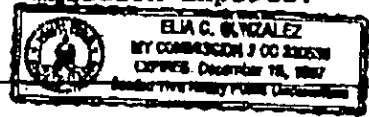
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public in and for the State of Florida duly commissioned, personally appeared Stewart A. Merkin, to me personally known, and known to me to be the same person described herein and who executed the within Articles of Incorporation and who acknowledged the same to be his act and deed.

SWORN TO AND SUBSCRIBED BEFORE ME this 14 day of March, 1995.


Notary Public State of Florida

My Commission Expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, 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:

Sylvester Stallone World of Charities, Inc.

2. The name and address of the Registered Agent and office is:

Stewart A. Merkin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131


SIGNATURE


Stewart A. Merkin
(incorporator)

DATE: March 14, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF 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.

SIGNATURE


Stewart A. Merkin

DATE: March 14, 1995

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409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: DISSOLUTION
NAME: SYLVESTOR STALLONE WORLD OF CHARITIES, INC.
FAX AUDIT NUMBER: H96000000875 CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
SYLVESTOR STALLONE WORLD OF CHARITIES, INC.

N95000001312

The foregoing Articles of Dissolution are being filed
pursuant to Florida Statutes §617.1401.

ARTICLE I

The name of the corporation is SYLVESTOR STALLONE WORLD
OF CHARITIES, INC.

ARTICLE II

The Articles of Incorporation of the above-named
Corporation were filed on March 20, 1995.

ARTICLE III

The Corporation has not commenced to conduct its affairs.
The Corporation has no members nor does it have a board of
directors.


ARTICLE IV

No debts of the Corporation remain unpaid.

ARTICLE V

The Incorporator has authorized the dissolution of the
Corporation.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Dissolution this 17th day of January, 1996.


Stewart A. Merkin, Incorporator
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444

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State of Florida)
County of Dade)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Merkin, the Incorporator of Sylvester Stallone World of Charities, Inc., to me well known to be the person who executed the foregoing instrument and acknowledged before me that he executed same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 17th day of January, 1996.

[Signature]
Notary Public, State of Florida



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