

Law Offices
Lamont & Neiman, P.A.

ROBERT S. LAMONT
JAN S. NEIMAN
CARRIE MEYERS GARAZI
A. STEPHEN KOTLER
ELLEN BETH BELLET

Reply To: Miami Office

July 11, 1996

Secretary of State of Florida
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
Torino Boxing, Inc.

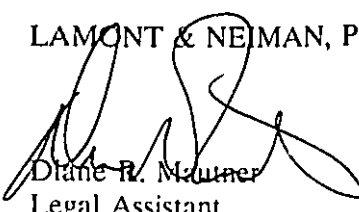
Dear Madam:

Enclosed is an original and one copy of Articles of Incorporation for Torino Boxing, Inc., together with the \$122.50 filing fee.

Please return the certified copy of the Articles to the undersigned in the pre-addressed stamped envelope enclosed.

Very truly yours,

LAMONT & NEIMAN, P.A.


Diane R. Moutner
Legal Assistant
enc.

MIAMI OFFICE
ONE DISCAYNE TOWER • SUITE 3550
TWO SOUTH DISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 530-9400
FAX (305) 530-9409

BOCA RATON OFFICE
4800 NORTH FEDERAL HIGHWAY
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BOCA RATON, FLORIDA 33431
(407) 391-1266
MIAMI LINE/FAX (305) 358-5710

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D. BROWN JUL 17 1996

ARTICLES OF INCORPORATION
OF
TORINO BOXING, INC.
a Florida not-for-profit corporation

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Pursuant to the provisions of Florida law, the undersigned acting as incorporator of the Corporation adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation shall be TORINO BOXING, INC.

ARTICLE II

Principal Office; Registered Office and Agent

The street address of the principal office of the Corporation is: 8214 S.W. 14 Court, North Lauderdale, Florida 33068, and the registered office of this corporation is: One Biscayne Tower, Suite 3550, Two South Biscayne Boulevard, Miami, Florida 33131, and the name of the registered agent of this Corporation at that address is: Lamont & Neiman, P.A.

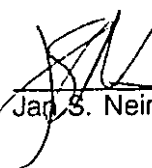
ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

LAMONT & NEIMAN, P.A.

By:


Jan S. Neiman, Secretary

ARTICLE III

Duration

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE IV

Purpose

The purposes for which the Corporation is organized are:

A. This Corporation is organized and shall operate exclusively for charitable, education and scientific purposes; including for such purposes, to promote amateur boxing, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt educational, charitable and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

B. As a means and incidental to accomplishing the purposes for which this Corporation is being organized, it shall have the following powers:

(1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law; and

(3) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures,

mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) To serve as trustee of any property, real or personal wheresoever situated either within or without the State of Florida; and

(7) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986 and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Sections 501(c)(3), 2055(a) and 170(c) of the Internal Revenue Code of 1986. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the

Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusive public purposes. Officers and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving the Corporation.

ARTICLE V

Qualifications of Members

Existing and future members shall be qualified and admitted as such upon elections or appointment to the Board of Directors but only for so long as such persons serve as Directors.

ARTICLE VI

Board of Directors

This Corporation shall have three (3) directors. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3). The names and addresses of the directors of this Corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas P. Torino	8214 S.W. 14 Court North Lauderdale, Florida 33068
Ellen Jones	8214 S.W. 14 Court North Lauderdale, Florida 33068
Joseph Wright	8214 S.W. 14 Court North Lauderdale, Florida 33068

That the directors shall be elected pursuant to the Bylaws of the Corporation.

ARTICLE VII

Stock

This Corporation is organized under a non-stock basis.

ARTICLE VIII

Disposition of Assets on Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purposes.

ARTICLE IX

General

A. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, of the Internal Revenue Code or corresponding section of any future federal tax code.

B. the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding section of any future federal tax codes.

C. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding section of any future federal tax codes.

D. The Corporation will not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding section of any future federal tax codes.

E. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding section of any future federal tax codes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these

Articles of Incorporation on this 11 day of July, 1996.

[Signature]
Jan S. Neiman, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 11 day of July, 1996, by JAN S. NEIMAN the Incorporator described in and who executed the foregoing Articles of Incorporation, who is personally known to me, and who did not take an oath.

Witness my hand and official seal in the county and state last aforesaid, this 11 day of July, 1996.

[Signature]
Notary Public, State of Florida

my commission expires:

DIANE R. MAUTNER
(Notary - print name)

