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NEW YORK, NY 10005

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*MEMBER OF FLA. AND IOWA BAR

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N 99000006915

November 19, 1999

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

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-11/22/99--01120--001

****78.75 ****78.75

Re: River Wrestling Club, Inc.

Dear Sir/Madam:

Enclosed is one (1) original and one (1) copy of the Articles of Incorporation for River Wrestling Club, Inc. Please file the original in your office and return to us one file-stamped certified copy.

I have also enclosed a check in the amount of \$78.75 to cover the following:

Filing Fee for Articles of Incorporation:
Designation of Registered Agent:
Certified Copy of Articles of Incorporation:

If you have any questions or need any additional information, please do not hesitate to contact the undersigned. Thank you for your attention to this matter.

Very truly yours,
David A. Carter, P.A.

David Carter GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art IV
DATE 11-24-99

SMM/mmi EXAM CB
personal.dc\wrestling\article.cvr

By: Susan M. Massinger
Susan M. Massinger
Legal Secretary

FILED
99 NOV 22 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
\$ 78.75

CB
11-24-99
3

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-for-Profit Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

RIVER WRESTLING CLUB, INC

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

c/o David A. Carter, P.A.
2300 Glades Road
Suite 210, West Tower
Boca Raton, Florida 33431

ARTICLE III - PURPOSE

The specific purpose for which the corporation is organized is:

To provide financial assistance and related support services to further high school wrestling in South Florida.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

The affairs of the not-for-profit corporation shall be managed by a Board of Directors consisting of no less than ~~three~~ (3) directors. The number of directors may be increased or decreased from time to time in accordance with the by-laws of the not-for-profit corporation. The election of directors shall be in accordance with the by-laws. The directors shall be protected from personal liability to the fullest extent permitted by law. The names of the initial directors are:

Joanne Omick
Joseph J Mannino
David A. Carter

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent are:

David A. Carter, Esq.
David A. Carter, P.A.
2300 Glades Road
Suite 210, West Tower
Boca Raton, Florida 33431

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

David A. Carter, Esq.
David A. Carter, P.A.
2300 Glades Road
Suite 210, West Tower
Boca Raton, Florida 33431

David A. Carter
David A. Carter, Incorporator

11/19/99
Date

Having been named as registered agent and to accept service on process for the above stated corporation 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.

David A. Carter
David A. Carter
Registered Agent

11/15/99
Date

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