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600 NORTHEAST THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33304

PLEASE REPLY TO:
POST OFFICE BOX 14004
FORT LAUDERDALE, FLORIDA 33302

FRANK C. WALKER, ESQUIRE

E-MAIL ADDRESS: fcw@bellsouth.net

May 16, 2000

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Secretary of State
Division of Corporations
409 East Gaines St.
Tallahassee FL 32399

Re: **THE FLORIDA FOOTBALL STALLIONS, INC.**


Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the corporation listed above. Please file the original of the Articles and return a certified copy of same to this office. Also enclosed please find a check in the amount of \$78.75 payable to the Secretary of State as follows:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$ 8.75
TOTAL	\$78.75

Thank you for your assistance in this matter.

Very truly yours,



FRANK C. WALKER

FCW/lam
Encl.

D. BROWN MAY 26 2000

ARTICLES OF INCORPORATION
OF
THE FLORIDA FOOTBALL STALLIONS, INC.

00 MAY 22 PM 3:59

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME

The name of this corporation is: THE FLORIDA FOOTBALL STALLIONS, INC.

ARTICLE TWO

DURATION

The term of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 500, all of which shall be common shares with a par value of ONE (\$1.00) DOLLAR.

ARTICLE FIVE

REGISTERED OFFICE

The street address and the mailing address of the initial office and principal office of the Corporation is 600 N.E. Third Avenue, Ft. Lauderdale, Florida 33304, and the name of the initial Registered Agent is **FRANK C. WALKER**.

ARTICLE SIX

DIRECTOR

The corporation shall have one Director initially. The number

of Directors may be increased or decreased from time to time as provided by the By-Laws.

ARTICLE SEVEN

INCORPORATOR

The name and address of the Incorporator is:

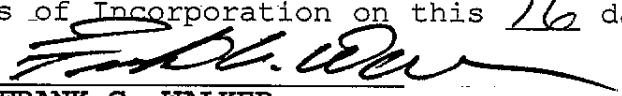
FRANK C. WALKER
600 N.E. Third Avenue
Fort Lauderdale, Florida 33304

ARTICLE EIGHT

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 16 day of May, 2000.


FRANK C. WALKER

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

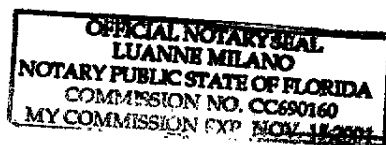
16 THE FOREGOING INSTRUMENT was acknowledged before me this day of May, 2000, by FRANK C. WALKER is personally known to me.


NOTARY PUBLIC

LUANNE MILANO
Typed, printed name of Notary

(SEAL)

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OR PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED**

Pursuant to Sections, 48.091, Florida Statutes, the following is submitted in compliance therewith:

That **THE FLORIDA FOOTBALL STALLIONS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, in the City of Ft. Lauderdale, County of Broward, State of Florida, has named **FRANK C. WALKER** of 600 N.E. Third Avenue, Ft. Lauderdale, Florida 33304, as its agent to receive service of process within this State.

ACKNOWLEDGMENT AND CONSENT

Having been named to receive service of process for the above-named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


FRANK C. WALKER

00 MAY 22 PM 3:59