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TO WHOM IT MAY CONCERN:

FILED

00 JUN -9 AM 8:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLEASE FORWARD ME ALL INFORMATION CONCERNING
PRO SPORTS FINANCIAL, INC.**

**MARK J. HOLLANDER
9700 SOUTH DIXIE HWY, SUITE 900
MIAMI, FLORIDA 33133-3356
TELEPHONE NUMBER 305-670-9090
FAX NUMBER 305-670-9844**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRO SPORTS FINANCIAL, Inc.

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

PRO SPORTS FINANCIAL, INC.

ARTICLE II

The initial post office address of the principle office of the corporation in Florida will be:

9700 South Dixie Highway, Suite 900
Miami, Florida 33156

ARTICLE III

This corporation will engage and is empowered to engage in any business permitted under the laws of the United States of America and of the State of Florida.

Prepared by
Jeff Rubin
9700 South Dixie Highway, Suite 900
Miami, Florida 33156
(305) 670-9090

ARTICLE IV

The Total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows:

<u>Class</u>	<u>No. Shares</u>	<u>Par Value</u>
Common	1,000	\$ 1.00

ARTICLE V

The amount of capital this corporation will begin business with is:

Ten Dollars (\$10.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have one director initially. The number of Directors may be increased or diminished from time to time, as provided by the by-laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors of this corporation, and who shall hold office for the first year, or until their successor is chosen shall be:

Jeff Rubin
9700 South Dixie Highway, Suite 900
Miami, Florida 33156

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The name and address of the officers of the Corporation, who shall hold office until their successor is chosen, shall be:

Jeff Rubin
9700 South Dixie Highway, Suite 900
Miami, Florida 33156

ARTICLE X

The initial registered agent and registered office of the corporation shall be:

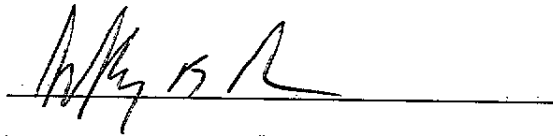
Mark J. Hollander
9700 South Dixie Highway, Suite 900
Miami, FL 33156

ARTICLE XI

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 it to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 2nd. day of June 2000, and do declare it to be true and correct.

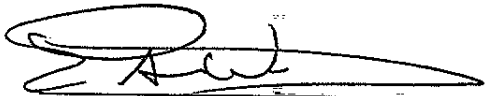
Jeff Rubin
9700 South Dixie Highway Suite 900
Miami, Florida 33156



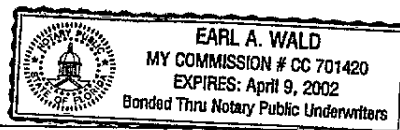
COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 2nd. day of June 2000 before me, a notary public, personally appeared Jeff Rubin who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the sole incorporator and executor of the foregoing Articles of Incorporation, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 2nd. day of June 2000.



Notary Public



My commission expires

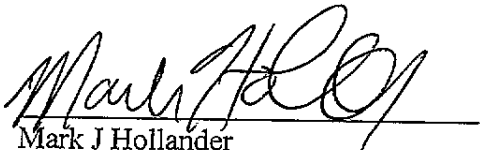
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

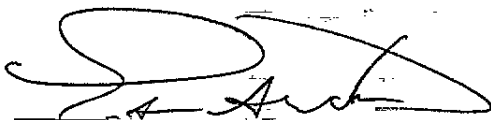
I, Mark J Hollander, a natural person with an address of 9700 South Dixie Highway, Suite 900, Miami, Fl 33156, do hereby accept the appointment of Registered Agent of PRO SPORTS FINANCIAL, INC. on this 2nd. day of June 2000.

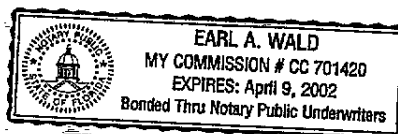

Mark J Hollander
9700 South Dixie Highway, Suite 900
Miami, Fl 33156

COUNTY OF DADE)
) SS :
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 2nd. day of June 2000 before me, a notary public, personally appeared Mark J. Hollander, who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the Registered Agent and executor of the foregoing Acceptance of Registered Agent Appointment, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 2nd. day of June 2000.


Notary Public



My commission expires