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O. D. LONG & ASSOCIATES, P.A.

ATTORNEYS AT LAW

390 North Orange Avenue

Suite 2180

Orlando, Florida 32801

OMETRIAS DEON LONG

Telephone: (407) 466-5712

Facsimile: (407) 466-5712

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 30, 2000

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL 32301

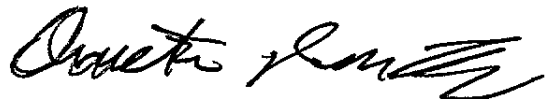
RE: MDM SPORTS & ENTERTAINMENT MARKETING, INC.

Dear Sir or Madam:

Enclosed you will find an original and a copy of the Articles of Incorporations for MDM SPORTS & ENTERTAINMENT MARKETING, INC. Also, enclosed is a check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) to cover fees for filing the Articles of Incorporation, the requisite fee of appointment of a registered agent and the fee for obtaining a certified copy of the Articles of Incorporation. I would be very appreciative if upon filing you would mail the certified copy of the Articles of Incorporation to me. If you have any questions please do not hesitate to contact me. With kind regards I am

use the name in the articles

Very Truly Yours,



Ometrias Deon Long

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AUTHORIZATION BY PHONE TO
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MDM GROUP WORLDWIDE
SPORTS & ENTERTAINMENT
MARKETING, INC.

The undersigned, acting as sole incorporator, does hereby desire to form a corporation for profit pursuant to the Florida Business Corporation Act and does hereby adopt the following Articles of Incorporation:

Article I - Name of Corporation

The name of the corporation shall be **MDM GROUP WORLDWIDE SPORTS & ENTERTAINMENT MARKETING, INC.**

Article II - Term of Existence

The corporation shall commence its corporate existence upon the date these articles are filed by the Secretary of State.

Article III - General Purpose

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

Article IV - Capital Stock

The aggregate number of shares for which the corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock, One Cent (\$.01) par value, per share and Two Thousand (2,000) shares of preferred stock, One Cent (\$.01) par value, per share.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is **101 East Union Street, Suite 104, Jacksonville, Florida 32202** and the name of the initial registered agent of the corporation at that address is **Marc Little**.

Article VI - Incorporator

The name and street address of the incorporator of the corporation are:

Name
Marc Little

Address
101 East Union Street
Suite 104
Jacksonville, Florida 32202

Article VII- Bylaws

The power to adopt, amend, or repeal the Bylaws for the management of the corporation shall be vested solely in the shareholders of the corporation.

Article VIII - Principal Office; Mailing Address

The location and mailing address of the principal office of the corporation is **101 East Union Street, Suite 104, Jacksonville, Florida 32202**. The location of the principal office shall be subject to change as may be provided in Bylaws duly adopted by the shareholders of the corporation.

Article IX - Indemnification

The corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of

Incorporation at Orlando, Florida this ____ day of August, 2000.


MARC LITTLE

ACKNOWLEDGMENT

STATE OF FLORIDA)
)ss.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me by
C. DEON LONG, who is personally known to me this 21st day of
August, 2000.




NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Marc Little, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Section 607.0505 of the Florida Business Corporation Act.


MARC LITTLE