

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: BROWARD COUNTY SPORTS DEVELOPMENT INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

700003413777--1

-10/05/00--01001--008

*****92.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50⁺
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

John F. Webb

Name (Printed or typed)

212 Three Islands Blvd #306

Address

HALLANDALE BEACH FL 33009

City, State & Zip

954-765-4661 EXT. 264

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

00 OCT -4 PM 3:18
TALLAHASSEE FLORIDA
SECRETARY OF STATE

FILED
00 OCT -4 PM 3:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
BROWARD COUNTY SPORTS DEVELOPMENT, Inc.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, BROWARD COUNTY SPORTS DEVELOPMENT, Inc. (the "Corporation") hereby adopts the following Articles of Incorporation:

ARTICLE I.

NAME AND ADDRESS

The name of the Corporation is BROWARD COUNTY SPORTS DEVELOPMENT INC. The Corporation's principal office and mailing address is 212 Three Island Blvd., Unit 306, Hallandale Beach, FL 33006.

ARTICLE II.

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Florida Business Corporation Act (the "FBCA").

ARTICLE III.

TERM

The duration of the Corporation shall be perpetual.

ARTICLE IV.

REGISTERED OFFICE

The street address of the Corporation's registered office and the name of the registered agent at such office are:

John F. Webb

212 Three Island Blvd., Unit 306

Hallandale Beach, FL 33009

ARTICLE V.

BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) or more members, *provided* that at all times the Board of Directors shall consist of a whole number multiple of three (3) members (subject to vacancies occurring in the ordinary course, which vacancies shall be filled no later than the next annual meeting of the shareholders of the Corporation).

ARTICLE VI.

CAPITAL STOCK

1. Authorized Stock. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is one million (1,000,000) shares, consisting of:

(a) seven hundred thousand (700,000) shares of Class A Common Stock, no par value (the "Class A Common Stock");

(b) two hundred thousand (200,000) shares of Class B Common Stock, no par value (the "Class B Common Stock"); and

(c) one hundred thousand (100,000) shares of Preferred Stock, no par value (the "Preferred Stock").

2. Common Stock. Except as otherwise expressly provided herein, the Class A Common Stock and the Class B Common Stock shall be identical in all respects, and the relative powers, preferences, rights, qualifications, limitations and restrictions of the shares of Class A Common Stock and Class B Common Stock shall be as follows:

(a) Cash or Property Distributions. Subject to the rights and preferences of the Preferred Stock as set forth in any resolution or resolutions of the Corporation's Board of Directors (the "Board of Directors"), providing for the issuance of such stock pursuant to this Article VI, and except as otherwise provided for herein, the holders of Class A Common Stock and Class B Common Stock are entitled to receive dividends out of assets legally available therefor at such times and in such per share amounts as the Board of Directors may from time to time determine, *provided* that whenever a dividend is paid, the same dividend shall be paid in respect of each outstanding share of Class A Common Stock and Class B Common Stock.

(b) Stock Subdivisions and Combinations. The Corporation shall not subdivide, reclassify or combine either Class A Common Stock or Class B Common Stock without at the same time making a proportionate subdivision, reclassification or combination of the other class.

(c) Voting. Voting power shall be divided between the Class A Common Stock and the Class B Common Stock as follows:

(i) With respect only to the election of directors, holders of Class A Common Stock and holders of Voting Preferred Stock (as defined below), voting together, shall be entitled to elect that number of directors which constitutes 20% of the authorized number of members of the Board of Directors (or, if such 20% is not a whole number, then the nearest lower whole number of directors that is closest to 20% of such membership) (the "Class A Directors"). Each share of Class A Common Stock shall have one vote for each nominee in the election of the Class A Directors and each share of Voting Preferred Stock shall have a number of votes in the election of the Class A Directors as specified in the resolution or resolutions of the Board of Directors authorizing such Voting Preferred Stock. Holders of Class B Common Stock shall be entitled to elect the remaining directors (the "Class B Directors"). Each share of Class B Common Stock shall have one vote for each nominee in the election of such directors. Holders of Class A Common Stock, Class B Common Stock and Voting Preferred Stock shall be entitled to cumulate their votes for directors. For purposes of this Section (2)(c) and Section (2)(d) of this Article VI, references to the authorized number of members of the Board of Directors (or the remaining directors) shall not include any directors which the holders of any shares of Preferred Stock may have the right to elect upon the failure of the Corporation to pay regular dividends on such Preferred Stock as and when due for a specified period of time. "Voting Preferred Stock" means shares of each series of Preferred Stock upon which the right to vote for directors has been conferred in accordance with Section (3) of this Article VI, except for any right to elect directors which may be provided upon the failure of the Corporation to pay regular dividends on such Preferred Stock as and when due for a specified period of time.

(ii) At a meeting of shareholders, a Class A Director of the Board of Directors may be removed only for cause by the affirmative vote of the holders of at least a majority of the total voting power of all shares of the Class A Common Stock and the holders of Voting Preferred Stock, voting together as a class, *provided* the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the Class A Director. A Class A Director may not be removed if the number of votes sufficient to elect the Class A Director by the holders of Class A Common Stock under cumulative voting is voted against his or her removal. At a meeting of shareholders, a Class B Director may be removed only for cause by the affirmative vote of the holders of at least a majority of the total voting power of all shares of Class B Common Stock *provided* the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the Class B Director. A Class B Director may not be removed if the number of votes sufficient to elect the Class B Director by the holders of Class B Common Stock under cumulative voting is voted against his or her removal.

(iii) (A) Notwithstanding any other provision of Articles of Incorporation, with respect to the election or removal of directors of the Corporation, if any person or entity or group of persons or entities acting in concert (any such person, entity or group, a "Significant Holder") beneficially owns 15% or more of the outstanding shares of Class B Common Stock, such Significant Holder shall be entitled to vote any shares of Class B Common Stock beneficially owned by such Significant Holder only as follows:

(1) Any shares of Class B Common Stock up to the number of such Significant Holder's Applicable Shares (as defined below) may be voted by such Significant Holder in its sole discretion.

(2) Any shares of Class B Common Stock in excess of the number of such Significant Holder's Applicable Shares ("Excess Shares") may be voted by such Significant Holder only in accordance with the votes of all other shares of Class B Common Stock by other holders (or, with respect to other holders who are Significant Holders, in accordance only with the votes of Applicable Shares of such Significant Holders) on a *pro rata* basis for each director candidate.

(B) A Significant Holder's "Applicable Shares" shall be such number of shares of Class B Common Stock equal to (i) such Significant Holder's Economic Interest (as defined below), (ii) *divided* by 0.80 and (iii) *multiplied* by the total number of outstanding shares of Class B Common Stock rounded to the nearest whole number.

(C) A Significant Holder's "Economic Interest" shall be equal to (i) the number of shares of Class B Common Stock of the Corporation beneficially owned by such Significant Holder, (ii) *divided* by the total number of shares outstanding of all classes of capital stock of the Corporation immediately upon consummation of the Distribution (as defined in the Distribution Agreement).

(D) Nothing contained in this Section 2(c)(ii) shall require any shareholder to vote, or limit any shareholder's right not to vote, any shares of Class B Common Stock, *provided* that if any Significant Holder votes less than all of the shares of Class B Common Stock beneficially owned by such Significant Holder, a portion of such voted shares shall be treated as having been voted as Applicable Shares and a portion of such voted shares shall be treated as having been voted as Excess Shares *pro rata* with the total number of such Principal Holder's Applicable Shares to Excess Shares.

(iv) Except as otherwise specifically provided herein, the holders of Class A Common Stock and holders of Class B Common Stock (x) shall in all matters not otherwise specified in Section (2)(c) of this Article VI vote together (including, without limitation, with respect to increases or decreases in the authorized number of shares of any class of Common Stock), with each share of Class A Common Stock and Class B Common Stock having one vote and (y) shall be entitled to vote as separate classes only when required by law to do so under mandatory statutory provisions that may not be excluded or overridden by a provision in these Amended and Restated Articles of Incorporation.

(v) Except as set forth in this Section (2)(c) of Article VI, the holders of Class A Common Stock shall have exclusive voting power (except for any voting powers of any Preferred Stock) on all matters at any time when no Class B Common Stock is issued and outstanding, and the holders of Class B Common Stock shall have exclusive voting power (except for any voting powers of any Preferred Stock) on all matters at any time when no Class A Common Stock is issued and outstanding.

(d) Shareholder Vote for Certain Recapitalization. The Corporation may, upon the affirmative vote of at least a majority of the voting power of all shares of the Corporation's capital stock then entitled to vote, voting together as a single class, effect a Recapitalization (a "Recapitalization") of the Corporation pursuant to which all shares of Class A

Common Stock and Class B Common Stock will be re-designated as a single class of Common Stock. All such shares of newly designated Common Stock shall be identical in all respects, including with respect to the election or removal of directors. Upon any such Recapitalization, each share of old Class A Common Stock and old Class B Common Stock shall remain issued and outstanding as Common Stock and share certificates evidencing such old shares of Class A Common Stock or old shares of Class B Common Stock shall automatically be deemed to evidence an equal number of shares of newly designated Common Stock (unless and until such share certificates are exchanged for new share certificates).

(e) Vacancies; Increase or Decreases in Size of the Board of Directors. Any vacancy in the office of a director created by the death, resignation or removal of a director elected by (or appointed on behalf of) the holders of the Class B Common Stock or the holders of the Class A Common Stock and Voting Preferred Stock voting together as a class, as the case may be, may be filled by the vote of the majority of the directors (or the sole remaining director) elected by (or appointed on behalf of) such holders of Class B Common Stock or Class A Common Stock and Voting Preferred Stock (or on behalf of whom that director was appointed), as the case may be, unless there are no such directors, in which case such vacancy may be filled by the vote of the majority of the directors or by the sole remaining director, regardless, in each instance, of any quorum requirements set out in the Corporation's bylaws. Any director elected by some or all of the directors to fill a vacancy shall hold office for the remainder of the full term of the director whose vacancy is being filled and until such director's successor shall have been elected and qualified unless removed and replaced pursuant to Section 2(c)(iii). All newly-created directorships or vacancies resulting from an increase or decrease in the authorized number of directors shall be allocated between Class A Directors and Class B Directors such that at all times the number of directorships reserved for Class A Directors shall be 20% of the authorized number of members of the Board of Directors (or, if such 20% is not a whole number, then the nearest lower whole number of directors that is closest to 20% of such membership) and the remaining directorships are reserved for Class B Directors. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(f) Shareholder Nominations of Director Candidates. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board of Directors at an annual or special meeting of shareholders may be made by or at the direction of the Board of Directors by any nominating committee or person appointed by the Board of Directors or by any shareholder of the Corporation entitled to vote for the election of directors at such meeting who complies with the procedures set forth in this Section 2(f) of Article VI, *provided* that nominations of persons for election to the Board of Directors at a special meeting may be made only if the election of directors is one of the purposes described in the special meeting notice required by Section 607.0705 of the FBCA. Nominations of persons for election at a special meeting, other than nominations made by or at the direction of the Board of Directors, shall be made pursuant to notice in writing delivered to or mailed and received by the Secretary of the Corporation at its principal executive offices not later than the close of business on the tenth (10th) day following the date on which notice of such meeting is given to shareholders or made public, whichever occurs first. Nominations of persons for election at an annual meeting, other than nominations

made by or at the direction of the Board of Directors, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received by the Secretary of the Corporation at the principal executive offices of the Corporation not less than sixty (60) days nor more than 180 days prior to the first anniversary of the date of the Corporation's notice of annual meeting provided with respect to the previous year's annual meeting, *provided* that if no annual meeting was held in the previous year or the date of the annual meeting has been changed to be more than thirty (30) calendar days earlier than the date contemplated by the previous year's notice of annual meeting, such notice by the shareholder to be timely must be so delivered or received not later than the close of business on the fifth day following the date on which notice of the date of the annual meeting is given to shareholder or made public, whichever first occurs. Such shareholder's notice to the Secretary shall set forth the following information: (a) as to each person whom the shareholder proposed to nominate for election or re-election as a director at the annual or special meeting, (i) the name, age, business address and residence address of the proposed nominee, (ii) the principal occupation or employment of the proposed nominee, (iii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the proposed nominee and (iv) any other information relating to the proposed nominee that is required to be disclosed in solicitations for proxies for election of directors pursuant to Regulation 14a promulgated under the Securities Exchange Act of 1934, as amended; and (b) as to the shareholder giving the notice of nominees for election at the annual or special meeting, (i) the name and record address of the shareholder and (ii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the shareholder. The Corporation may require any proposed nominee for election at an annual or special meeting of shareholders to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a director of the Corporation. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth herein. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the requirements of this Section 2(f), and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

(g) Merger or Consolidation. In case of any consolidation of the Corporation with one or more other corporations or a merger of the Corporation with another corporation, each holder of a share of Class A Common Stock shall be entitled to receive with respect to such share the same kind and amount of shares of stock and other securities and property (including cash) receivable upon such consolidation or merger by a holder of a share of Class B Common Stock, and each holder of a share of Class B Common Stock shall be entitled to receive with respect to such share the same kind and amount of shares of stock and other securities and property (including cash) receivable upon such consolidation or merger by a holder of a share of Class A Common Stock, *provided* that, in any such transaction, the holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock may receive different kinds of shares of stock if the only difference in such shares is the inclusion of voting rights which continue the Special Voting Rights (as defined herein). For purposes hereof, "Special Voting Rights" means the different voting rights of the holders of Class A Common Stock, holders of Class B Common Stock and holders of Voting Preferred Stock with respect to the election of the

applicable percentage of the authorized number of members of the Board of Directors as described in Section (2)(c)(i) of Article VI.

(h) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Class A Common Stock and Class B Common Stock shall participate equally per share in any distribution to shareholders, without distinction between classes.

(i) Internal Revenue Service Ruling. Section 2(d) of Article VI shall be effective only following the receipt of a private letter ruling from the Internal Revenue Service to the effect that the terms of such Section 2(d) will not have any adverse effect on the tax-free nature of the Distribution pursuant to Section 355 of the Internal Revenue Code of 1986, as amended.

3. Preferred Stock. Any Preferred Stock not previously designated as to series may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board of Directors), and such resolution or resolutions shall also set forth the voting powers, full or limited or none, of each such series of Preferred Stock and shall fix the designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of each such series of Preferred Stock. The Board of Directors is authorized to alter the designation, rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series of Preferred Stock, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series. Each share of Preferred Stock issued by the Corporation, if reacquired by the Corporation (whether by redemption, repurchase, conversion to Common Stock or other means), shall upon such reacquisition resume the status of authorized and unissued shares of Preferred Stock, undesignated as to series and available for designation and issuance by the Corporation in accordance with the immediately preceding paragraph.

ARTICLE VII.

BYLAWS

In furtherance of and not in limitation of the powers conferred by applicable law, the Board of Directors is expressly authorized to amend or repeal the bylaws of the Corporation or adopt new bylaws of the Corporation by the affirmative vote of at least two-thirds of the entire Board of Directors. In addition to the right of the Board of Directors to amend or repeal the bylaws of the Corporation and in furtherance and not in limitation of the powers conferred by applicable law, the Corporation's shareholders may amend or repeal the bylaws or adopt new bylaws by the affirmative vote of at least two-thirds of the voting power of all shares of the Corporation's capital stock entitled to vote voting together as a single class.

ARTICLE VIII.

SHAREHOLDERS' MEETINGS

1. Call of Special Shareholders Meeting. Except as otherwise required by law, the Corporation shall not be required to hold a special meeting of shareholders of the Corporation unless (in addition to any other requirements of law): (a) the meeting is called by the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors; (b) the meeting is called by the Chairman of the Board of Directors or (c) the meeting is called by the holders of not less than 30% of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting (taking into account the provision of Article VI(2)(c) in the case of a special meeting for the election or removal of directors) by a writing signed, dated and delivered to the Corporation's Secretary containing one or more demands for the meeting and particularly describing the purpose or purposes for which it is to be held. Only business within the purpose or purposes described in the special meeting notice required by section 607.0705 of the FBCA may be conducted at a special shareholders' meeting.

2. Advance Notice of Shareholder-Proposed Business for Annual Meeting. At an annual meeting of the shareholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, or (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors, or (c) otherwise properly brought before the meeting by a shareholder. In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received by the Secretary of the Corporation at the principal executive offices of the Corporation, not less than sixty (60) days nor more than one hundred eighty (180) days prior to the first anniversary of the date of the Corporation's notice of annual meeting provided with respect to the previous year's annual meeting, *provided* that if no annual meeting was held in the previous year or the date of the annual meeting has been changed to be more than thirty (30) calendar days earlier than the date contemplated by the previous year's notice of annual meeting, such notice by the shareholder to be timely must be so delivered or received not later than the close of business on the tenth (10th) day following the date on which notice of the date of the annual meeting is given to shareholders or made public, whichever first occurs. Such shareholder's notice to the Secretary shall set forth as to each matter the shareholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (b) the name and record address of the shareholder proposing such business, (c) the class and number of shares of capital stock of the Corporation which are beneficially owned by the shareholder, and (d) any material interest of the shareholder in such business. The Chairman of an annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the requirements of this Section 2 of Article VIII, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

ARTICLE IX.

WAIVER OF MONETARY DAMAGES

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or any other duty as a director, except as provided by Section 607.0831 of the FBCA. If the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as amended. If any of the provisions of this Article IX (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law. No amendment to or repeal of this Article IX shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE X.

INDEMNIFICATION

1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (an "Indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the FBCA (including by any amendment to the FBCA, but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment) against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith and such indemnification shall continue as to an Indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnitee's heirs, executors and administrators; *provided*, that, except as provided in Paragraph (2) of this Article X, with respect to Proceedings to enforce rights to indemnification, the Corporation shall indemnify an Indemnitee in connection with a Proceeding (or part thereof) initiated by the Indemnitee only if such Proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Article X shall be a contract right and shall include the right to be paid by the Corporation the expenses (including attorneys' fees) incurred in defending a Proceeding in advance of its final disposition; *provided*, that, if the FBCA requires, the payment of such expenses incurred by an Indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such Indemnitee, including, without limitation, service to an employee benefit

plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Indemnatee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Indemnatee is not entitled to be indemnified for such expenses under this Article X or otherwise.

2. Right of Indemnatee to Bring Suit. If a claim under Paragraph (1) of this Article X is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the Indemnatee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover payments by the Corporation of expenses incurred by an Indemnatee in defending, in his or her capacity as a director or officer, a Proceeding in advance of its final disposition, the Indemnatee shall be entitled to also be paid the expense of prosecuting or defending such claim. In any action brought by the Indemnatee to enforce a right to indemnification hereunder (other than an action brought to enforce a claim for expenses incurred in defending any Proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) or by the Corporation to recover payments by the Corporation of expenses incurred by an Indemnatee in defending, in his or her capacity as a director or officer, a Proceeding in advance of its final disposition, the burden of proving that the Indemnatee is not entitled to be indemnified under this Article X or otherwise shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the Indemnatee is proper in the circumstances because the Indemnatee has met the applicable standard of Indemnatee conduct set forth in the FBCA, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the Indemnatee has not met such applicable standard of conduct, shall create a presumption that the Indemnatee has not met the applicable standard of conduct or, in the case of such an action brought by the Indemnatee, be a defense to the action.

3. Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a Proceeding in advance of its final disposition conferred in this Article X shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, these Articles of Incorporation, the Corporation's By-Laws, agreement, vote of shareholders or disinterested directors or otherwise.

4. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the FBCA.

5. Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to

indemnification and to be paid by the Corporation the expenses incurred in defending any Proceeding in advance of its final disposition, to any employee or agent of the Corporation to the fullest extent of the provisions of this Article X with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE XI.

AMENDMENT

The Corporation hereby reserves the right from time to time to amend, alter, change or repeal any provision contained in these Articles of Incorporation in any manner permitted by law and all rights and powers conferred upon shareholders, directors and officers herein are granted subject to this reservation. Except as provided in Section 2(d) of Article VI (and any amendment to these Articles of Incorporation necessary to effect the type of Recapitalization described in such Section 2(d)), in addition to any vote otherwise required by law, any amendment, alteration, change or repeal of any provision of Article V, Article VI (other than Section 1 thereof), Article VII, Article VIII, Article XI or Article XII of these Amended and Restated Articles of Incorporation shall require approval of both (a) the Board of Directors by the affirmative vote of a majority of the members then in office and (b) the Corporation's shareholders by the affirmative vote of at least seventy five percent (75.0%) of the voting power of all shares of the Corporation's capital stock then entitled to vote generally in the election of directors, voting together as a single class (taking into account the provisions of Article VI(2)(c)).

ARTICLE XII.

NO WRITTEN CONSENT

Any action required or permitted to be taken at any annual or special meeting of shareholders of the Corporation may be taken only upon the vote of shareholders at a duly convened meeting of shareholders in accordance with these Articles of Incorporation, and may not be taken by written consent of shareholders.

IN ACCORDANCE with Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, these Articles of Incorporation were approved by the shareholders at a duly called meeting held on August 21, 2000. The number of votes cast in favor of the Articles of Incorporation by the shareholders was sufficient for its approval.

IN WITNESS WHEREOF, the Secretary of the Corporation has executed these Articles of Incorporation as of August 21, 2000.

BROWARD COUNTY SPORTS DEVELOPMENT, Inc.

By:

Name:

Title:

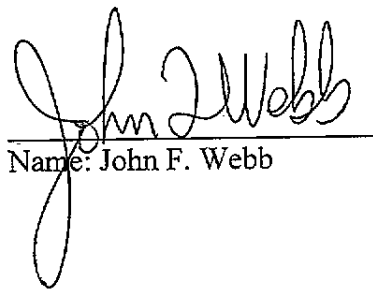
John F. Webb

President/Secretary

**CERTIFICATE OF REGISTERED AGENT
OF
BROWARD COUNTY SPORTS DEVELOPMENT, Inc.**

Having been named to accept service of process for BROWARD COUNTY SPORTS DEVELOPMENT, Inc. at the place designated in the foregoing Articles of Incorporation, John F. Webb agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

Date: 9/20/00


Name: John F. Webb

FILED
00 OCT -4 PM 3:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA