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Edward Kessler

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 22nd, 2001

Department of State
Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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RE: INCORPORATION OF SPORTS MOMENTOS, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of SPORTS MOMENTOS, INC., and a check made payable to the Secretary of State which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Upon validation kindly mail the Articles to:

Paralegal Associates
2574 N. University Drive, #218
Sunrise, Florida 33322.

Kindly phone at 1-954-749-7790 and speak with Mr. Hussain if there is a question or problem.

Respectfully,


Edward Kessler

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Articles of Incorporation of

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SPORTS MOMENTOS, INC.

ARTICLE ONE

The name of the corporation is SPORTS MOMENTOS, INC. The principal address of the corporation is: 4152 Inverrary Drive, #412, Lauderhill, Florida 33319.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations maybe incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 100, at \$1.00 par value.

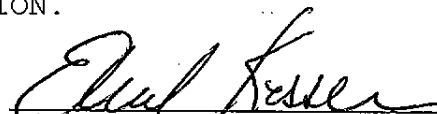
ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 4152 Inverrary Drive, #412, Lauderhill, Florida 33319, and the name of its initial registered agent at such address is Edward Kessler.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


Edward Kessler

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
Edward Kessler	4152 Inverrary Drive, #412 Lauderhill, Florida 33319

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
Edward Kessler	4152 Inverrary Drive, #412 Lauderhill, Florida 33319

(signed)


Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.