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*Of Counsel

June 1, 2001

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: ~~Warriors Boxing, Inc.~~
File No.: 7747.000

500004337495--3
-06/01/01 -01036--019
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed for filing please find Articles of Incorporation of the above-referenced corporation, as well as a check in the amount of \$78.75 representing the filing fee. Please file the Articles of Incorporation and return a copy to me containing your "filed" stamp. A stamped, self-addressed envelope is enclosed for your convenience.

Should you have any questions in this regard, please do not hesitate to contact me. Thank you.

Very truly yours,


Steven C. Elkin
For the Firm

SCE/ajl
Enclosures
cc: Hank Bleier

2545
W01-13020

FILED
2001 JUN 15 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2001 JUN 15 AM 10:45

SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 7, 2001

FRANK, WEINBERG, BLACK, P.L.
ATTN: STEVEN C. ELKIN
7805 S.W. 6TH COURT
PLANTATION, FL 33324

SUBJECT: WARRIORS BOXING, INC.
Ref. Number: W01000013020

We have received your document for WARRIORS BOXING, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 401A00035019

**ARTICLES OF INCORPORATION
OF
WARRIORS BOXING GYM, INC.**

FILED
2001 JUN 15 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

WARRIORS BOXING GYM, INC.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this Corporation is:

4151 N. State Road 7
Hollywood, FL 33021

Prepared by: Steven C. Elkin, Esq.
Bar No. 712566
Frank, Weinberg & Black, P.L.
7805 S.W. 6th Court
Plantation, FL 33324
(954) 474-8000

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Steven C. Elkin, Esq.
Frank, Weinberg & Black, P.L.
7805 S.W. 6th Court
Plantation, FL 33324

**ARTICLE VI
INCORPORATOR**

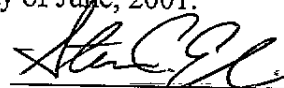
The name and street address of the Incorporator is:

Steven C. Elkin, Esq.
Frank, Weinberg & Black, P.L.
7805 S.W. 6th Court
Plantation, FL 33324

**ARTICLE VII
AMENDMENT**

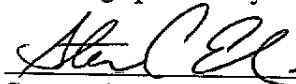
These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 12th day of June, 2001.



Steven C. Elkin, Esq., Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.



Steven C. Elkin, Esq., Registered Agent

FILED
2001 JUN 15 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA