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THE LAW FIRM OF  
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\*Of Counsel

August 1, 2001

**Via Federal Express**

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

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

Dear Sir/Madam:

400004513014--9  
-08/02/01--01063--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed for filing please find Articles of Incorporation of the above-referenced corporation, as well as our Firm's check in the amount of \$78.75 representing the filing fee. Please file the Articles of Incorporation and return a certified 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 for your attention to this matter.

Very truly yours,

*Steven C. Elkin/ajl*

Steven C. Elkin  
For the Firm

SCE/ajl  
Enclosures

cc: Amy Theismann (w/o encl. - via U.S. Mail)

01 AUG -2 PM 1:05  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Ps 8/7/01*

FILED

01 AUG -2 PM 1:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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 PROMOTIONS, 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:

Star Rt. Box 33  
Clewiston, FL 33440

Prepared by: Steven C. Elkin, Esq.  
Bar No. 712566  
Frank, Weinberg & Black, P.L.  
7805 S.W. 6<sup>th</sup> 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. 6<sup>th</sup> Court  
Plantation, FL 33324

**ARTICLE VI  
INCORPORATOR**

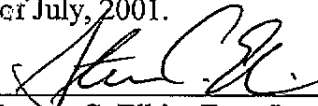
The name and street address of the Incorporator is:

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

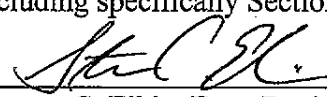
**ARTICLE VII  
AMENDMENT**

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 27<sup>th</sup> day of July, 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

01 AUG -2 PM 1:05  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA