

9-26-2001 6:02AM

FROM: SANTOS RIVERA-OLAN, C.P. (407) 380-7353

Division of Corporations

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Florida Department of State

Division of Corporations

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Phone : (407) 380-5353
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FLORIDA PROFIT CORPORATION OR P.A.

Ringside Florida, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
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ARTICLES OF INCORPORATION
Ringside Florida, Inc.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be: Ringside Florida, Inc.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE - III

The general purpose of the business to be transacted by this Corporation is:

- A. Transacting any or all-lawful business for which corporations may be incorporated under Florida Statutes.
- B. To engage in every phase and aspect of the promotion, training, consulting, development of candidates for boxing sports and other sports. To sell, purchase, sale, import, export, distribution and representation of sports clothe and souvenirs at retail or wholesale.
- C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the accomplishment of the corporation purposes.
- D. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furthermore of any of the purposes enumerated in these Articles of Incorporation or any amendment hereof necessary and incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful manner, pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.
- E. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

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ARTICLE - IV - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

431 E. Donegan Ave.
Kissimmee, FL 34744

The mailing address shall be:

431 E. Donegan Ave.
Kissimmee, FL 34744

ARTICLE - V - CAPITAL STOCK

This corporation is authorized to have 10,000 shares of \$1.00 par value common stock, which shall be designated common shares.

ARTICLE - VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Peter Cruz
815 Blanc Court
Kissimmee, FL 34759

The registered agent of the corporation may be changed at anytime without an amendment of these Articles.

ARTICLE - VII - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Mr. Peter Cruz
815 Blanc Court
Kissimmee, FL 34759

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ARTICLE - VIII - DIRECTORS

A Board of one or more Directors shall manage the business and affairs of the corporation. The Board of Directors, shall from time to time, establish the number and composition of the Board.

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by stockholders, and approved at stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

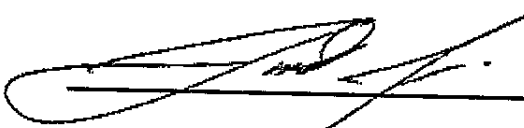
IN WITNESS WHEREOF, the undersigned has hereunto set his hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 25th day of September 2001.

 / PRESIDENT
Signature/Title

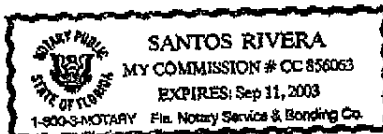
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority this day personally appeared Mr. Peter Cruz, personally known to me and acknowledged that he executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 25th day of September 2001.


Notary Public - State of Florida
COMM. #

My commission expires:



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CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1 - The name of the corporation is: Ringside Florida, Inc.

2 - The name and address of the registered agent and office is:

Mr. Peter Cruz
815 Blanc Court
Kissimmee, FL 34759

SIGNATURE

(CORPORATE OFFICER)

TITLE

PRESIDENT

DATE

9/25/01

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

(RESIDENT AGENT)

DATE

9/25/01

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