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October 9, 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-10/12/01--01021--005

*****78.75 *****78.75

Subj: Incorporation of
BREVARD COUNTY SPORTS MANAGEMENT GROUP, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-6399.

Thank you for your assistance in this matter.

Sincerely,



Michael A. Richman

B. Mitchell

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BREVARD COUNTY SPORTS MANAGEMENT GROUP, INC.

ARTICLE I. NAME

The name of this corporation is
BREVARD COUNTY SPORTS MANAGEMENT GROUP, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 20,000,000 shares
of \$.0001 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, shall have the right to
purchase his pro rata share (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 668 Spring Lake Dr., Melbourne FL 32940, and the name of the initial registered agent of this corporation at that address is MICHAEL A. RICHMAN.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

MICHAEL A. RICHMAN
668 Spring Lake Drive
Melbourne FL 32940

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 668 Spring Lake Drive, Melbourne FL 32940, and the mailing address of the corporation is 668 Spring Lake Drive, Melbourne FL 32940.

ARTICLE IX. INCORPORATORS

The name and address of the person signing these articles are:

MICHAEL A. RICHMAN
668 Spring Lake Drive
Melbourne FL 32940

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 9th day of October, 2001.

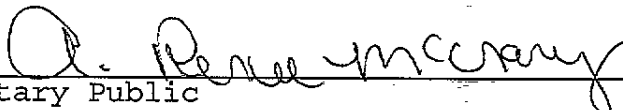
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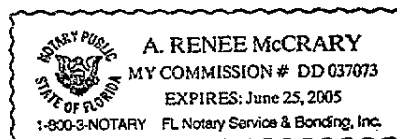

MICHAEL A. RICHMAN

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL A. RICHMAN to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 9th day of October, 2001.

1

Notary Public




DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That BREVARD COUNTY SPORTS MANAGEMENT GROUP, INC.,
desiring to organize under Statutes of the State of Florida,
with its principal office at 668 Spring Lake Dr., Melbourne,
Florida 32940, has named MICHAEL A. RICHMAN, located at 668
Spring Lake Dr., Melbourne, Florida 32940, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


MICHAEL A. RICHMAN
Registered Agent

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