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LAW OFFICE
OF
MICHAEL I. FINESILVER
ATTORNEY AT LAW

MICHAEL I. FINESILVER
MEMBER OF FLORIDA BAR, ADMITTED
TO U.S. DISTRICT COURT, SOUTHERN
DISTRICT OF FLORIDA

SUITE 372
420 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139
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MEMORANDUM

DATE: August 7, 2002
TO: Secretary of State, Division of Corporations
FROM: Michael I. Finesilver, Esq.
RE: Articles of Incorporation: Image Sports & Entertainment, Inc.

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-08/15/02--01038--016
*****78.75 *****78.75

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Please find enclosed a check in the amount of \$78.85 to cover the Corporation Fees:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	<u>\$ 8.75</u>
TOTAL	\$78.75

Please mail the certified copy in the enclosed self addressed stamped envelope.

Thank you.

FILED
2002 AUG 15 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

✓
8/16/02

**ARTICLES OF INCORPORATION
OF
Image Sports & Entertainment, Inc.**

FILED

2002 AUG 15 PM 4:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be Image Sports & Entertainment, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation will be 1000 Ponce De Leon Blvd., Suite # 209, Coral Gables, Florida, 33134, U.S.A.

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State stated herein below.

ARTICLE IV

PURPOSE AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business and shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock having par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 420 Lincoln Road, #372, Miami Beach, Florida 33139, and the initial registered agent is Michael I. Finesilver, Esq.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased from time to time as provided in the by-laws. The names and addresses of the initial directors of this Corporation are:

Roy Barker
(President)
9 Island Avenue
#1507
Miami Beach, FL. 33139

Edward L. Green
(Vice President)
801 Meridian Avenue
#2F
Miami Beach, FL. 33139

Maaria Penn
(Secretary / Treasurer)
5450 NW 104th Court
Miami, FL. 33178

ARTICLE VIII

INCORPORATORS

The name(s) and address(es) of the people signing these Articles of Incorporation are:

Roy Barker
9 Island Avenue
#1507
Miami Beach, FL. 33139

Edward L. Green
801 Meridian Avenue
#2F
Miami Beach, FL. 33139

Maaria Penn
5450 NW 104th Court
Miami, FL. 33178

ARTICLE IX

EXECUTIVE COMMITTEE

The Board of Directors may, by resolution, designate one or more of their number to substitute an Executive Committee, who, to the extent provided in such resolution, or in the by-laws of the Corporation, shall have and may exercise the powers of the Board or Directors. The Board of Directors may, by resolution, discontinue the Executive Committee or change the members thereof at any time.

ARTICLE X

INDEMNIFICATION


The Corporation shall indemnify any officer or director or any former or director or member of the Executive Committee or any shareholder to the full extent provided by law.

ARTICLE XI


AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators execute these Articles of Incorporation
this 12 day of August, 2002.


Roy Barker


Edward L. Green


~~Maria Penn Barker~~
Maria Penn

STATE OF FLORIDA)

I hereby certify that on this day, before me, an officer duly authorized
to administer oaths and take acknowledgments, personally appeared

COUNTY OF DADE)


Roy Barker, Edward L. Green, Maria Penn,
known to me to be the person ___ described in and who executed the foregoing instrument, who acknowledged
before me that they executed the same, that I relied upon the following form ___ of identification of the
above-named persons: FL DL
and that an oath (~~was~~) (was not) taken.

Notary Rubber Stamp Seal



Michael I. Finesilver
Commission # CC 930545
Expires June 7, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Witness my hand and official
seal in the County and State
last aforesaid this 12
day of August, AD
2002.


Notary Signature

Michael I. Finesilver
Printed Notary Signature

**DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 607.050, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:**

That Image Sports & Entertainment, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at 1000 Ponce De Leon, Suite # 209 in the City of Coral Gables, State of Florida, has named Michael I. Finesilver, Esq. located at 420 Lincoln Road, Suite 372, City of Miami Beach, State of Florida as its agent to accept Service of Process within Florida.

SIGNATURE: _____

TITLE: _____

DATE: _____

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with the obligations of this position and agree to comply with the provisions of all statutes relative to the proper performance of my duties.

SIGNATURE: _____

DATE: _____

FILED
2002 AUG 15 PM 4:01
CLERK OF STATE
TALLAHASSEE FLORIDA