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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-30-03
[Signature]



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Travel Law*

*Russian & Spanish spoken
Civil Law Notary*

May 29, 2003

Glenda E. Hood, Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, FL 32301

RE: The Boxing Television Network, Inc. and USA Boxing Network, Inc.

Dear Secretary Hood:


I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporations. In addition, a check in the sum of \$ 78.75 is enclosed for each corporation which represents the following fees:

Filing fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	8.75
Total	78.75

Please file the original of the enclosed Articles of Incorporation and give a certified copy to the person filing these documents, Robert Kriegner.

Your prompt attention to this matter is appreciated.

Sincerely yours,


Drucilla E. Bell
For the Firm

DEB:tim

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
FLORIDA BUSINESS FLORIDA

The undersigned acting as Incorporator of a corporation under the Florida Business Corporations Act, adopts the following Articles of Incorporation for such corporation:

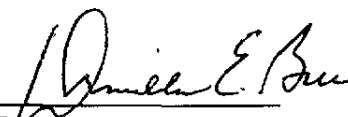
1. Name. The name of the corporation is The Boxing Television Network, Inc.
2. Principal Office/Mailing Address. The principal office of the corporation is 830 Fourth Avenue NW, Largo, Florida 33770-2315. The mailing address is the same.
3. Shares. The number of shares the corporation is authorized to issue is ten thousand (10,000) shares.
4. Preemptive Rights. Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.
5. Initial Registered Office and Agent. The name and street address of the initial registered agent and office of this corporation is

Drucilla E. Bell, P.A.
830 Fourth Avenue NW
Largo, Florida 33770-2315 USA


6. Incorporator. The name and address of each Incorporator is:

Drucilla E. Bell
830 Fourth Avenue NW
Largo, Fkiruda 33770-2315

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of April, 2003.


Incorporator

Having been named as resident agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and obligations of Section 607.0505, Florida Statutes (2002).


Drucilla E. Bell, Esq.
Resident Agent

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TALLAHASSEE, FLORIDA