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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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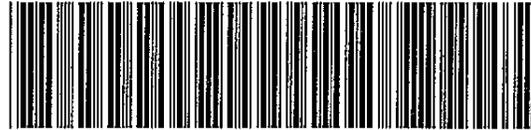
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 FEB '2 PM 12:48

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112176V

BERGMAN, SPIEWAK, GOTTESMAN & COMPANY, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

**AmTrust Bank Plaza
8211 W. Broward Blvd., Suite 440
Plantation, Florida 33324**

**GARRY S. BERGMAN, CPA
MARC A. SPIEWAK, CPA
AIIAN GOTTESMAN, CPA**

**PHONE: (954) 321-9991
FAX: (954) 321-9994
bscpacpa.com**

January 22, 2004

New Corporations Department
State of Florida
P.O. Box 6327
Tallahassee FL 32314

Re:New Corporation

Enclosed are the original and a copy of the Articles of Incorporation for the enclosed new corporation along with a check for:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 8.75

for a total of \$78.75. Please activate the corporation and return a processed copy.

Thank you for your assistance in this matter.

**MEMBERS OF:
AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
CONNECTICUT SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS**

ARTICLES OF INCORPORATION
OF
TKO Boxing Management, Inc.

The undersigned, acting as incorporator, and for the purposes of forming a corporation pursuant to Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I -- NAME OF CORPORATION

The name of this corporation being:

TKO Boxing Management, Inc.

ARTICLE II -- PLACE OF CORPORATION

With its principal place of business at:

**15890 NW 7th Avenue
Miami FL 33169**

The board of directors may, from time to time, move the principal place of business to any other address in the State of Florida and establish branch offices in any place within the State of Florida as said corporation may desire.

ARTICLE III -- GENERAL PURPOSE OF CORPORATION

The general purpose for which this corporation is being initially organized is as follows:

The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act.

ARTICLE IV -- CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time shall be one hundred (100) of common stock of the par value of one dollar (\$1.00) each. There shall be only one class of stock.

ARTICLE V -- INITIAL DIRECTORS/OFFICERS

The names and addresses of the initial directors/officers, who, unless otherwise provided by the bylaws of this corporation, shall hold office and manage the corporation for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

**William T. Gonzalez, President
427 Golden Isles Drive Apt. #7-H
Hallandale FL 33009**

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TALLAHASSEE, FLORIDA

ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT

Pursuant to the provisions of section 607.0501, Florida Statutes, hereby designates the registered agent and registered office, in the State of Florida, that being and is so authorized to accept service of process within the State of Florida:

William T. Gonzalez
TKO Boxing Management, Inc.
15890 NW 7th Avenue
Miami FL 33169

ARTICLE VII -- NAME AND ADDRESS OF INCORPORATOR

The undersigned, being an incorporator for the purposes of forming this corporation for profit to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file this certificate, hereby declaring and certifying that the facts contained herein stated are true and accordingly has hereto under set his/her hand this 24 day of JANUARY, 2004.

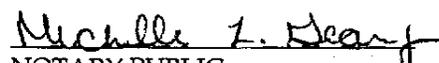


William T. Gonzalez
TKO Boxing Mangement, Inc.
15890 NW 7th Avenue
Miami FL 33169

1-24-04
Date

Personally appeared before me, the undersigned authority, **William T. Gonzalez**, to me well known as the person described in and who executed and subscribed to the foregoing articles of **TKO Boxing Management, Inc.** and he (she) acknowledged before me that he (she) executed and subscribed the same for the purposes therein expressed.

In witness whereof, I have hereunto set my hand and official seal at PLANTATION (CITY),
BROWARD County, Florida, This 24 Day of JANUARY, 2004.



NOTARY PUBLIC

MY COMMISSION EXPIRES:

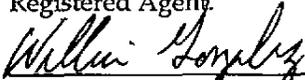


Michelle L. Geary
Commission # CC 960874
Expires Aug. 14, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

ACKNOWLEDGMENT AND CERTIFICATE OF REGISTERED AGENT HAVING BEEN NAMED TO
ACCEPT SERVICE OF PROCESS FOR:

TKO Boxing Management, Inc.

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 duties, and I am familiar with and accept the obligations of my position as Registered Agent.



William T. Gonzalez
President

1-24-04

Date