

CORPORATE INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032
REFERENCE : 525506 4636A

AUTHORIZATION : *Patricia Pizulo*

COST LIMIT : \$ 122.50

ORDER DATE : January 16, 1995

ORDER TIME : 10:17 AM

ORDER NO. : 525506

CUSTOMER NO: 4636A

CUSTOMER: Myrna Anne Norman, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
P. O. Box 12890

Miami, FL 33101-2890

DOMESTIC FILING

NAME: GRANDSTAND USA CORP.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

KAN 1-17

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 17 AM 9:32

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ARTICLES OF INCORPORATION
OF
GRANDSTAND USA CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 17 AM 9:32

ARTICLE I

The name of the corporation is GRANDSTAND USA CORP. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 9655 S. Dixie Highway, Suite 102, Miami, Florida 33156.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares</u> <u>Authorized</u> | <u>Par Value</u> <u>Per Share</u> | <u>Class of</u> <u>Stock</u> |
|--|--------------------------------------|---------------------------------|
| 1,000 | \$.01 | common |

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hayes Street, Tallahassee, Florida 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Information Services, Inc.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successor is duly elected and qualified is:

Alfredo M. Carbonell


ARTICLE VII

The name of the Incorporator is Fernando C. Alonso, Esq. and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 3rd day of June 1975.



Fernando C. Alonso
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of GRANDSTAND USA CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

**CORPORATION INFORMATION
SERVICES, INC.**

By: Patricia Pizzuto, as its agent
Patricia Pizzuto
Registered Agent

DATED: January 16, 1995