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April 6, 1995

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PLEASE REPLY TO:

Melbourne

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State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Superstars Sports Challenge, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Superstars Sports Challenge, Inc. to be filed, together with my law firm's check in the amount of \$122.50. Please return a certified copy of the Articles at your earliest convenience. If you have any questions in regard to the foregoing, or if you require any additional information, please do not hesitate to contact me. Thank you for your kind assistance.

Very truly yours,


Clay D. Morgan

CDM/so
Enclosures

4/14/95


ARTICLES OF INCORPORATION
OF
SUPERSTARS SPORTS CHALLENGE, INC.

FILED
05 APR 10 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR to these Articles Incorporation is a natural person competent to contract and form a corporation under the laws of the State of Florida and does certify that he has become a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of this corporation is Superstars Sports Challenge, Inc.

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

The corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and specific powers herein enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock with a nominal or par value of \$1.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation is in the State of Florida, County of Brevard, 5722 South Flamingo Road, Suite 206, Cooper City, Florida 33330. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have 4 directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the members of the first Board of Directors who will serve until the first annual meeting of shareholders or until his successor or successors are elected and shall qualify is:

Carlos Treadway
8801 Wiles Road, Apt. 11-103
Coral Springs, Florida 33067

Chuck Lee
8801 Wiles Road, Apt. 11-103
Coral Springs, Florida 33067

George Barbera
8801 Wiles Road, Apt. 11-103
Coral Springs, Florida 33067

Russ B. Morgan
4730 S.W. 109th Terrace
Fort Lauderdale, Florida 33328

ARTICLE VIII

The name and address of the Incorporator signing these Articles of Incorporation is:

Russ B. Morgan
4730 S.W. 109th Terrace
Fort Lauderdale, Florida 33328

ARTICLE IX

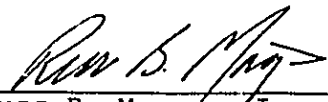
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of these directors and all of the

stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The registered agent of this corporation shall be RUSS B. MORGAN, and the address of the registered office of this corporation shall be 4730 S.W. 109th Terrace, Fort Lauderdale, Florida 33328.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of April, 1995.



Russ B. Morgan, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BREVARD)

BEFORE ME, personally appeared RUSS B. MORGAN, who being first duly sworn and known to me to be the person who is named as the Incorporator of the foregoing Articles of Incorporation, acknowledged before me that he executed same.

WITNESS my hand and official seal in the county and state last aforesaid on this 7th day of April, 1995.



Anastasia Surco
Notary Public

Commission Number: CC152914
My commission expires: 11/12/95

CERTIFICATE OF REGISTERED AGENT

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act: SUPERSTARS SPORTS CHALLENGE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida, has named RUSS B. MORGAN, located at 4730 S.W. 109th Terrace, Fort Lauderdale, Florida 33328, as its agent to accept service of process for the above-stated corporation, at the place designated in this Certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



RUSS B. MORGAN, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA