

P950000.67938

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Phoenix Boxing Management,
Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

initial

C.C. FEE. DISBURSED

☒ Capital Express™
☐ Art of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☒ Foreign Corp. File
☐ () Cert. Copy(s)

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S-
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep
☐ FAX () _____ pgs

000001576226
 09/01/95-01048-013
 ****245.00 ****122.50

RECEIVED
 SEP 1 1995
 11:22 AM
 TALLAHASSEE, FL 32301

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

SEP 01 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	PAH		

WALK-IN
 Will Pick Up *9-1-300*

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

EFFECTIVE DATE

Aug 28, 1995

ARTICLES OF INCORPORATION FOR
PHOENIX BOXING MANAGEMENT, INC.

FILED

95 SEP -1 PM 2:32

TALLAHASSEE, FLORIDA

The undersigned does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

I

NAME OF CORPORATION

The name of the corporation shall be PHOENIX BOXING MANAGMENT, INC. whose address is 407 LINCOLN ROAD, STE. 2-L, MIAMI BEACH, FL 33139.

II

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist thereafter perpetually until dissolved by law.

III

PURPOSES

The Corporation is organized for the purpose of transacting any and all lawful business.

IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of stock, all of one class, at \$1.00 per share par value.

V

REGISTERED AGENT

The address of this Corporation's initial registered office is 407 Lincoln Raod, Ste. 2-L, Miami Beach, FL 33139 and the name of the registered agent at said address is Saul Cimbler, Esq.

VI

INCORPORATOR

The name and address of the incorporator is as follows:

SAUL CIMELER, ESQ.
407 Lincoln Road, Ste. 2-L
Miami Beach, FL 33139

VII

BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws of the Corporation but shall never be less than one.

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors and Shareholders, but the Board of Directors may not alter, amend, or repeal any of the By-Laws adopted by the Shareholders, if the Shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Directors.

XII

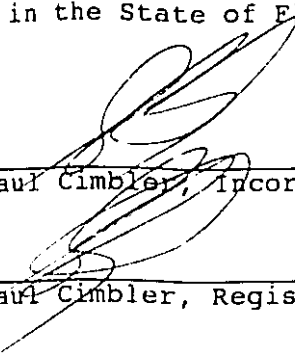
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any time by a vote of the majority of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 21st day of August 1995.



Saul Cimbler, Incorporator

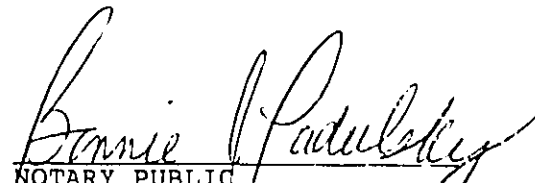


Saul Cimbler, Registered Agent

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared SAUL CIMBLER, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 28 day of August, 1995.


NOTARY PUBLIC
State of Florida at Large.

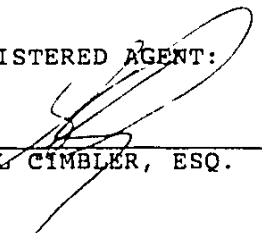
My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES NOV. 12, 1995
BONDED THROUGH GENERAL REG. UNDO.

ACCEPTANCE BY REGISTERED AGENT
OF
PHOENIX BOXING MANAGEMENT, INC.

I, SAUL CIMBLER. as the registered agent of PHOENIX BOXING MANAGEMENT, INC., a Florida corporation, hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation

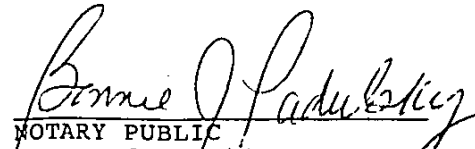
REGISTERED AGENT:


SAUL CIMBLER, ESQ.

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared SAUL CIMBLER to me well known to be the person described in and who executed the foregoing Acceptance by Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 28 day of August, 1995.


NOTARY PUBLIC
State of Florida at Large

My Commission expires

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES NOV. 11, 1993
BONDED THROUGH GENERAL REG. UNIT.

ALLAHASSEE, FLORIDA

05 SEP - 1 PM 2:32

FILED