

P96000007381

January 15, 1996

SECRETARY OF STATE
CORPORATE DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

Re: BERTOT & LOPEZ SPORT OF CHAMPIONS, INC.

GENTLEMEN:

THE FOLLOWING DOCUMENTS ARE ENCLOSED FOR FILING WITH YOUR OFFICE
IN CONNECTION WITH THE CAPTIONED CORPORATION:

- 1.- ARTICLES OF INCORPORATION - 2 SET:
- 2.- CERTIFICATE OF REGISTERED AGENT
- 3.- CHECK IN THE AMOUNT OF \$122.50 COVERING THE FOLLOWING:

FILING FEE	\$ 35.00
CERTIFIED COPY OF ARTICLES OF INCORPORATION	52.50
CERTIFICATE OF REGISTERED AGENT	35.00

	\$ 122.50

UPON FILING OF THESE DOCUMENTS, PLEASE SEND ME ONE CERTIFIED COPY
OF THE ARTICLES OF INCORPORATION.

THANK YOU FOR YOUR COOPERATION.

SINCERELY YOURS,

Alex Bertot

JAN 24 1996 BSR

500001693425
-01/19/96--01076--009
****122.50 ****122.50

FILED
96 JAN 19 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
BERTOT & LOPEZ SPORT OF CHAMPIONS, INC.**

FILED

96 JAN 19 PM 12:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is BERTOT & LOPEZ SPORT OF CHAMPIONS, INC.

ARTICLE II - PURPOSE

The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand shares of One and No/100 (\$1.00) Dollar par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE V - INITIAL REGISTER OFFICE AND AGENT

The present address of the office of this corporation is 8528 S.W. 107th Avenue #C-5 Miami, FL 33173. The name of the initial Registered Agent of this corporation is Alex Bertot.

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have Two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are Alex Bertot of 8528 S.W. 107th Avenue #c-5 Miami, FL 33174 and Jorge Lopez of 435 E 29th Street Apt #209 Hialeah, FL 33013.

ARTICLE VII - INCORPORATOR

The name of the persons signing the Articles are:
Alex Bertot - President and Jorge Lopez - Vice-President.

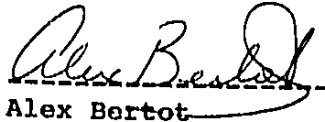
ARTICLE VIII - BEGINNING OF CORPORATE EXISTENCE

This corporation shall begin its corporate existence on the day these articles are filed with the State of Florida, Secretary of State.

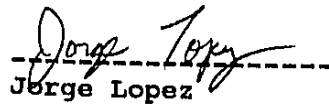
ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated have executed these Articles of incorporation, this January 15, 1996.



Alex Bertot

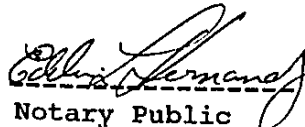


Jorge Lopez

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

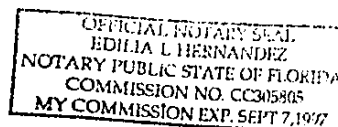
BEFORE ME, the undersigned Notary Public, personally appeared Alex Bertot and Jorge Lopez known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this January 15, 1996.



Notary Public

State of Florida, at Large



**CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

96 JAN 19 PM 12:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESSETH:

That BERTOT & LOPEZ SPORT OF CHAMPIONS, INC. desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, county of Dade, has named Alex Bertot of 8528 S.W. 107th Avenue #C-5 Miami, FL 33174 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of BERTOT & LOPEZ SPORT OF CHAMPIONS, INC. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes.

January 15, 1996



ALEX BERTOT
Registered Agent