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ALEJANDRO L. HOLCH
7855 N.W. 12TH STREET
SUITE 111
MIAMI, FL 33126
(305) 994-8090

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VIA-FEDERAL EXPRESS

February 22, 1996

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation of
SPORTS TELEMARKETING SERVICES, INC.

Ladies and Gentlemen:

Please find enclosed herewith duplicate executed originals of the Articles of Incorporation of Sports Telemarketing Services, Inc., together with my check payable to your order in the amount of \$122.50, which represents the filing fee and the fee for one certified copy of the Articles.

After the Articles of Incorporation have been filed, please return the certified copy of same to the undersigned in the stamped, self-addressed envelope provided.

Your courtesy and cooperation are most appreciated.

Sincerely yours,


ALEJANDRO L. HOLCH

ALH:holch-sec
Enclosures

FILED
96 FEB 23 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SPORTS TELEMARTETING SERVICES, INC.

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SECRETARY OF STATE
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ARTICLE I

NAME

The name of the Corporation is:
SPORTS TELEMARTETING SRRVICES, INC.

ARTICLE II

DURATION

The Corporation shall exist in perpetuity.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 5,000 shares of \$1.00
par value common stock which shall be designated "Common Shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of
this Corporation of the same kind, class or series as that which
he already holds, shall have the right to purchase his pro rata
shares thereof, as nearly as may be done without issuance of
fractional shares, at the price at which it is offered to others.

ARTICLE VI

RIGHTS OF SHARES OF CAPITAL STOCK

The entire voting power for the election of Directors and for
all other purposes shall be vested exclusively in the holders of
the outstanding common shares, each share having one vote.
Nothing in these Articles shall be construed to allow cumulative
voting shares.

ARTICLE VII

PRINCIPAL OFFICE ADDRESS FOR CORPORATION

The address of the principal office of the Corporation is:
7855 N.W. 12th Street, Suite 111, Miami, FL 33126.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and Registered Office of the Corporation are: Alejandro L. Holch, 7855 N.W. 12th Street, Suite 111, Miami, FL 33126.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the Corporation. The name and address of the initial Director is:

<u>Name</u>	<u>Address</u>
Alejandro L. Holch	7855 N.W. 12th Street Suite 111 Miami, Florida 33126

ARTICLE X

INCORPORATION

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

<u>Name</u>	<u>Address</u>
Alejandro L. Holch	7855 N.W. 12th Street Suite 111 Miami, Florida 33126

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE XII

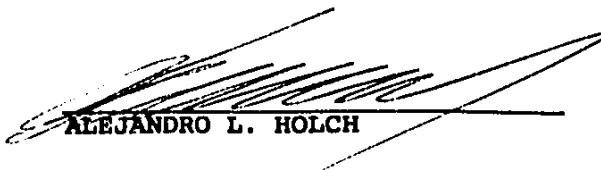
INDEMNIFICATION

The Corporation shall indemnify any Officer and Director or any former Officer and Director, to the fullest extent permitted by law.

ARTICLE XIII

COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the 23rd day of February, 1996.


ALEJANDRO L. HOLCH

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared ALEJANDRO L. HOLCH, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 23rd day of February, 1996.


Notary Public, State of Florida
at Large

My Commission Expires:

AI-ST5



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That SPORTS TELEMARKETING SERVICES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, has named Alejandro L. Holch, located at 7855 N.W. 12th Street, Miami, FL 33126, County of Dade and State of Florida, as its agent to accept service of process within this state and such agent hereby accepts the obligation of 607.325 F.S.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-state Corporation, at the place designated in this Certificate, Alejandro L. Holch hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.

Dated: February 23, 1996.



ALEJANDRO L. HOLCH

Registered Agent

AI-STs