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FLORIDA DIVISION OF CORPORATIONS

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STATE OF FLORIDA

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409 EAST GAINES STREET

MIAMI FL 33136-

57-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PITTSBURG PRO BASKETBALL INC.

FAX AUDIT NUMBER: H96000002806

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ARTICLES OF INCORPORATION
OF
PITTSBURGH PRO BASKETBALL INC.

Michael Levine, Esq.
633 NE 167th St. #501
N. Miami Bch., FL 33462
(305) 653-3800
FAX: #20802
PENNSYLVANIA

A PROFIT CORPORATION

ARTICLE I

NAME

The name of the Corporation shall be:

PITTSBURGH PRO BASKETBALL INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSE

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of shares:	20,000,000
Par Value Per Share:	\$.001

The authorized shares of par value common stock may be issued only for consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock to be issued. Such considerations may be in the form of cash, real

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property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE V

PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

633 NE. 167TH ST., STE. #501
N. MIAMI BEACH, FL. 33162

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide. The Registered office and the principal office address of this Corporation is the same.

The name of the initial Registered Agent of this Corporation at the aforementioned address is:

MICHAEL LEVINE

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Business of the Corporation shall be conducted a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at

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the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-laws. They shall hold office until their successors are elected or appointed and have qualified unless otherwise provided by the By-laws. The name and street address of the initial directors who are to conduct the affairs of this Corporation until the first meeting and election and qualification of his successor:

NAME

ADDRESS

Michael Levine

633 N.E. 167th St., Ste. #501
N. Miami Beach, Fl. 33162

ARTICLE VIII

INCORPORATOR

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

NAME

ADDRESS

Michael Levine

633 N.E. 167th St., Ste. #501
N. Miami Beach, Fl. 33162

ARTICLE IX

MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.
2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.
3. The initial By-laws of this Corporation shall be adopted by the Board of Directors. The By-laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-law adopted by the Directors. The Directors may not alter, amend or repeal any By-law adopted by the Shareholders, nor may the Directors adopt By-laws which would be in conflict with the By-laws adopted by the Shareholders.

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4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 28th day of February, 1996.

Michael Levine

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 known to me and known by me to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal; in the State and County aforesaid this 28 day of FEBRUARY 1996.

Gloria Levine

FLORIDA

NOTARY PUBLIC, STATE OF

My commission expires:



GLORIA LEVINE
My Commission 00078888
Expires Jul. 18, 1998
Bonded by HAI
800-428-1988

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4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

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Michael Levine

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State of Florida)
 : ss
County of Dade)

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IN WITNESS WHEREOF, I have hereunto set my hand and official seal; in the State and County aforesaid this 20 day of FEBRUARY 1996.

Gloria Levine
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



GLORIA LEVINE
My Commission Expires Jul 19, 1999
Issued by H&B
800-488-1688

The Undersigned hereby accepts designation as Registered Agent of the Corporation.

Michael Levine

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