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GLENN RASMUSSEN & FOGARTY

ATTORNEYS AT LAW

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March 20, 1996

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

700001756977
-03/26/96--01039--013
*****70.00 *****70.00

Re: Momentum Sports Promotion, Inc.

Gentlemen:

Enclosed are the following items pertaining to the incorporation of Momentum Sports Promotion, Inc.:

1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. A check in the amount of \$70.00 payable to the Florida Department of State for the following charges:

Filing fee	\$35.00
Filing Registered Agent's certificate	<u>35.00</u>

TOTAL: \$70.00

Please approve and file the enclosed documents with the Florida Department of State and have a copy of the Articles of Incorporation date-stamped and returned to me via regular mail. Please telephone me if you have any questions.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.

Steven W. Vazquez
Steven W. Vazquez

Gr:762

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 25 AM 11:05

cf 5/1/96

**ARTICLES OF INCORPORATION
OF
MOMENTUM SPORTS PROMOTION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
90 MAR 25 AM 11:05

The undersigned, acting as the incorporator of **MOMENTUM SPORTS PROMOTION, INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

MOMENTUM SPORTS PROMOTION, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is:

11611 Painted Hill Lane
Tampa, FL 33624

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial director are:

John A. Balogh
11611 Painted Hill Lane
Tampa, FL 33624

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 11611 Painted Hill Lane, Tampa, FL 33624, and the name of the corporation's initial registered agent at that address is John A. Balogh.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator are:

John A. Balogh
11611 Painted Hill Lane
Tampa, FL 33624

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: March 16, 1996.



JOHN A. BALOGH,
as incorporator

MOMENTUM SPORTS PROMOTION, INC.

ACCEPTANCE OF REGISTERED AGENT

FILED
STATE OF FLORIDA
DIVISION OF CORPORATIONS

96 MAR 25 AM 11:05

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Momentum Sports Promotion, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 11611 Painted Hill Lane, Tampa, FL 33624, has named John A. Balogh as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Momentum Sports Promotion, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: March 16, 1996.


JOHN A. BALOGH