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TO: DIVISION OF CORPORATIONS FROM: RUTHERFORD, MINERLEY & MULHAUSEL, P.A.

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

ONE CROCKER SQUARE, 4TH FL
2600 N. MILITARY TRAIL
BOCA RATON FL 33431-63300
CONTACT: KATHLEEN M GOODRICH
PHONE: (407) 241-1600
FAX: (407) 241-3015

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PROFESSIONAL SPORTS MANAGEMENT, INC.
FAX AUDIT NUMBER: H96000004819
DATE REQUESTED: 04/04/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 2
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 09:18:06
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 075753002301

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ENTER SELECTION AND <CR>:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

88 APR 4 - 88V 96

Fax Audit Number: H96000004819

**ARTICLES OF INCORPORATION
OF
PROFESSIONAL SPORTS MANAGEMENT, INC.**

FILED
SECRETARY OF STATE
CORPORATION
96 APR -4 PM 5:57
FILED

Pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide that:

1. The name of the corporation is PROFESSIONAL SPORTS MANAGEMENT, INC. (the "Corporation").
2. The principal office of the Corporation is 6003 Le Lac Road, Boca Raton, FL 33496.
3. The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
4. The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of Common Stock, par value \$.01 per share.
5. The street address of the initial registered office of this Corporation is 6003 Le Lac Road, Boca Raton, FL 33496 and the name of the initial registered agent of this Corporation at that address is Albert London.
6. The name and address of the person signing these Articles of Incorporation as incorporator is Albert London, 6003 Le Lac Road, Boca Raton, FL 33496.

Dated: April 3, 1996



Albert London, Incorporator

Prepared By:
STUART E. BLOCH, ESQ.
FLORIDA BAR NO. 886459
2600 N. Military Trail
Fourth Floor
Boca Raton, FL 33431
(407) 241-1600


Fax Audit No. H96000004819

Fax Audit Number: H96000004819

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

Having been named to accept service of process for PROFESSIONAL SPORTS MANAGEMENT, INC., at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: April 3, 1996


Albert London,
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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((H97000007857 0))

TO: DIVISION OF CORPORATIONS
(904) 922-4000

FAX #:

FROM: RUTHERFORD, MULHALL & WARGO, P.A.
075753002301

ACCT#:

CONTACT: KATHLEEN M GOODRICH
PHONE: (561) 241-1600
(561) 241-3815

FAX #:

NAME: PROFESSIONAL SPORTS MANAGEMENT, INC.
AUDIT NUMBER.....H97000007857
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 4
DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

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97 MAY 13 PM 4:23

DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY 13 AM 9:17

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Fax Audit Number: H97000007857

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROFESSIONAL SPORTS MANAGEMENT, INC.

We, the undersigned, being all of the Directors and Shareholders of PROFESSIONAL SPORTS MANAGEMENT, INC., a corporation duly organized and existing under the laws of the State of Florida (the "Corporation"), having executed the Waiver of Notice pursuant to Section 607.0106 and 607.0823, Florida Statutes, attached hereto, and having further executed a Written Consent In Lieu Of Special Meeting Of The Board Of Directors And Shareholders pursuant to Sections 607.0704 and 607.0821, Florida Statutes, do hereby adopt the following Articles of Amendment pursuant to Section 607.1006, Florida Statutes:

- 1. The name of the corporation is:
PROFESSIONAL THOROUGHBRED MANAGEMENT, INC.

This Written Consent may be signed and executed in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one agreement.

IN WITNESS WHEREOF, The undersigned Directors and Shareholders have executed these Articles of Amendment on the date(s) indicated.

Dated: 4/23/97

AL LONDON, Director and Shareholder

Dated: 4-30-97

IRA LEVINE, Director and Shareholder

Dated: _____

RONNIE LOTT, Director and Shareholder

FILED
97 MAY 13 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared By:
MARK L. NOWAK, ESQ.
FLORIDA BAR NO. 0699985
2600 N. Military Trail
Fourth Floor
Boca Raton, FL 33431
(561) 241-1600

Fax Audit No. H97000007857

Fax Audit Number: H97000007857

CERTIFICATE OF THE SECRETARY
OF
THE BOARD OF DIRECTORS
OF
PROFESSIONAL SPORTS MANAGEMENT, INC.

I, AL LONDON, the Secretary of the Board of Directors of PROFESSIONAL SPORTS MANAGEMENT, INC., a corporation organized and existing under the laws of the State of Florida ("Corporation"),


DO HEREBY CERTIFY THAT:

1. The attached is a true and correct copy of the ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF PROFESSIONAL SPORTS MANAGEMENT, INC., filed this day with the Florida Department of State, and

2. The attached ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF PROFESSIONAL SPORTS MANAGEMENT, INC., have not been altered or rescinded and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 30 day of April, 1997.

(SEAL)


AL LONDON, Secretary of
the Board of Directors

Fax Audit Number: H97000007857

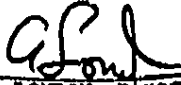
Fax Audit Number: H97000007857

**WAIVER OF NOTICE OF THE
SPECIAL MEETING OF THE
BOARD OF DIRECTORS AND SHAREHOLDERS
OF
PROFESSIONAL SPORTS MANAGEMENT, INC.**


We, the undersigned, being all of the Directors and Shareholders of PROFESSIONAL SPORTS MANAGEMENT, INC., a corporation duly organized and existing under the laws of the State of Florida (the "Corporation"), pursuant to Sections 607.0706 and 607.0823, Florida Statutes, hereby waive notice of the Special Meeting of the Board of Directors and Shareholders of the Corporation described in the attached Written Consent In Lieu of Annual Meeting of the Board of Directors and Shareholders, dated April 30, 1997.

This Waiver of Notice may be signed and executed in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one agreement.


Dated: 4/23/97


AL LONDON, Director and Shareholder

Dated: 4/30/97


IRA LEVINE, Director and Shareholder

Dated: _____


RONNIE LOTZ, Director and Shareholder

Fax Audit Number: H97000007857

**WRITTEN CONSENT
IN LIEU OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS AND SHAREHOLDERS
OF
PROFESSIONAL SPORTS MANAGEMENT, INC.**

We, the undersigned, being all of the Directors and Shareholders of PROFESSIONAL SPORTS MANAGEMENT, INC., a corporation duly organized and existing under the laws of the State of Florida (the "Corporation"), having executed the Waiver of Notice pursuant to Section 607.0706 and 607.0823, Florida Statutes, attached hereto, do hereby adopt the following resolutions pursuant Sections 607.0704 and 607.0021, Florida Statutes:

RESOLVED, that Article 1. of the Articles of Incorporation of the Corporation be amended to change the name of the corporation to: PROFESSIONAL THOROUGHBRED MANAGEMENT, INC., and that the appropriate officers of the Corporation be, and hereby are, authorized and directed to submit the Articles of Amendment to the Secretary of State of the State of Florida to effectuate the change of name.

FURTHER RESOLVED, that ARTICLE II, Section 6, of the By-Laws the Corporation is hereby amended to increase the number of directors to four (4), and that AL LONDON, ARLENE LONDON, IRA LEVINE and RONNIE LOTT are hereby elected to comprise such Board.


FURTHER RESOLVED, that the appropriate officers of the Corporation be, and hereby are, authorized and directed to enter into the Modification of Shareholders Agreement by and among AL LONDON, ARLENE LONDON, IRA LEVINE and RONNIE LOTT, and the Secretary is hereby instructed to insert the executed Modification of Shareholders Agreement in the Minute Book of the Corporation following this Written Consent In Lieu of Special Meeting of the Board of Directors and Shareholders; and

FINALLY RESOLVED, that the appropriate officers of the Corporation be, and hereby are, authorized and directed to issue the stock certificates to effectuate the terms of the Modification of Shareholders Agreement, and to record such issuance in the Stock Transfer Ledger of the Corporation, and to cause the stock certificates to bear the following legend:

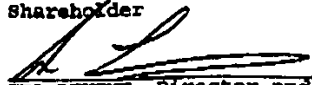
The shares represented by this certificate are subject to certain restrictions and limitations, including restrictions on transfer, set forth in a Shareholder Agreement dated the 21st day of June, 1999, a copy of which is on file in the Corporation offices.

This Written Consent may be signed and executed in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one agreement.

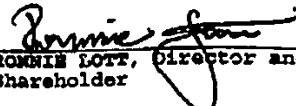
Dated: 4/23/97


AL LONDON, Director and
Shareholder

Dated: 4/30/97


IRA LEVINE, Director and
Shareholder

Dated: _____


RONNIE LOTT, Director and
Shareholder

Fax Audit Number: H97000007857