

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



996000039420

ACCOUNT NO. : 072100000032

REFERENCE : 944521 80329A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 7, 1996

ORDER TIME : 10:36 AM

ORDER NO. : 944521

CUSTOMER NO: 80329A

400001811414
-05/07/96--01105--003
****122.50 ****122.50

CUSTOMER: Ms. Sharon Robertson
CHARLES S. ISLER, III, P.A.

P. O. Drawer 430

Panama City, FL 32402 (904) 769-5532

DOMESTIC FILING

NAME: ULTIMATE CHAMPIONSHIP
WRESTLING - ULTIMATE PRODUCTS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

FILED
96 MAY -9 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

5/8/96
16

ARTICLES OF INCORPORATION

OF

ULTIMATE CHAMPIONSHIP WRESTLING - ULTIMATE PRODUCTS, INC.

The undersigned incorporators of ULTIMATE CHAMPIONSHIP WRESTLING - ULTIMATE PRODUCTS, INC., hereby forms a corporation for profit under the Florida General Corporation Act and other laws of the State of Florida.

1. NAME OF CORPORATION AND INITIAL ADDRESS: The name of this corporation shall be ULTIMATE CHAMPIONSHIP WRESTLING - ULTIMATE PRODUCTS, INC. and the initial corporate address shall be 4710A Hispanola Street, Panama City Beach, FL 32408.

2. TERM OF EXISTENCE: This corporation shall exist perpetually unless dissolved according to law.

3. GENERAL PURPOSE: This corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and shall have those general powers conferred upon corporations under the laws of the State of Florida.

4. CAPITAL STOCK: The aggregate number of shares of capital stock which this corporation is authorized to issue is One Thousand (1,000) shares of common stocks having a par value of One and no/100 Dollars (\$1.00) per share.

5. REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office of this corporation in the State of Florida is 434 Magnolia Avenue, Panama City, FL 32401. The initial registered agent for this corporation at its registered

office is Charles S. Isler. The Board of Directors shall have the power to establish branch offices, and to move the registered office of the corporation to any other address in Florida. The principal office of the corporation shall be:

4710A Hispaniola Street
Panama City Beach, FL 32408

6. BOARD OF DIRECTORS: The number of directors of the initial Board of Directors of this corporation is two (2). The names and addresses of the members of the initial Board of Directors of this corporation are as follows:

Bradley Winslett
4710A Hispaniola Street
Panama City Beach, FL 32408

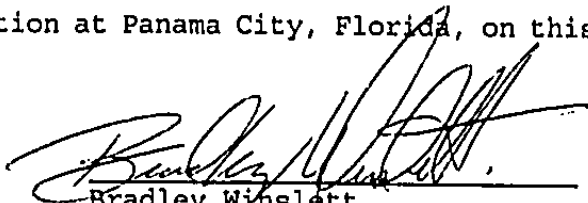
Gary Phillips
4710A Hispaniola Street
Panama City Beach, FL 32408


7. INCORPORATOR: The following are the names and addresses of the incorporators this corporation:

Bradley Winslett
4710A Hispaniola Street
Panama City Beach, FL 32408

Gary Phillips
4710A Hispaniola Street
Panama City Beach, FL 32408

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Panama City, Florida, on this 6th day of May, 1996.


Bradley Winslett
Incorporator


Gary Phillips
Incorporator

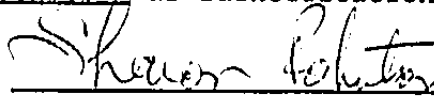
FILED
MAY 11 1996
CLERK OF COURT
JACKSONVILLE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Bradley Winslett and Gary Phillips to me known and known to me to be the persons described as incorporators in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

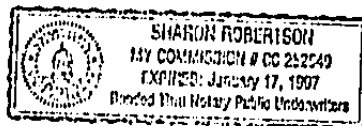
WITNESS my hand and official seal in the County and State named above this 6th day of May, 1996.

- [] Who is personally known by me.
[X] Who produced driver's licenses as identification.



(Signature)

(Print Name)
Notary Public
My Commission Expires: _____
Commission #: _____



SHARON ROBERTSON
NOTARY PUBLIC
COMMISSION # CC252549
EXPIRES: 1/17/97

**CERTIFICATE OF DESIGNATION OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
MAY - 7 1980
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
PANAMA CITY, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That ULTIMATE CHAMPIONSHIP WRESTLING - ULTIMATE PRODUCTS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in Articles of Incorporation, Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Charles S. Isler

Charles S. Isler
The Law Offices of Charles S.
Isler & Associates, P.A.
434 MAGNOLIA AVENUE
Panama City, FL 32401
(904) 769-5532

CHARLES S. ISLER, III, P.A.
ATTORNEY AND COUNSELOR AT LAW
434 MAGNOLIA AVENUE
POST OFFICE DRAWER 430
PANAMA CITY, FLORIDA 32402

CHARLES S. ISLER, III
SHERI L. ALAN
JULIE ANN SOMRATHY

P96000039420

May 10, 1996

CERTIFIED, RETURN RECEIPT REQUESTED MAIL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

7000001827997
-05/20/96--01012--003
*****87.50 *****87.50

Attn: New Filings

Re: Ultimate Championship Wrestling - Ultimate Productions, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment of Ultimate Championship Wrestling - Ultimate Productions, Inc. I have enclosed a check in the amount of \$87.50 for the filing fee. After filing has been completed please forward the certified copy of the Articles of Amendment to me in the enclosed self-addressed, stamped envelope.

If you have any questions, do not hesitate to contact Mr. Isler or myself.

Sincerely yours,

Lynda Denme
Lynda Denme
Legal Secretary to
Charles S. Isler, III

FILED
96 MAY 17 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SR/sm/U-96-6299/Enclosures

5/22/96
DC
Name
Change

ARTICLES OF AMENDMENT
OF
ULTIMATE CHAMPIONSHIP WRESTLING - ULTIMATE PRODUCTS, INC.

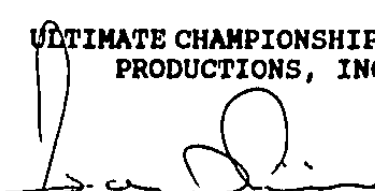
1. The following provisions of the Articles of Incorporation of ULTIMATE CHAMPIONSHIP WRESTLING - ULTIMATE PRODUCTS, INC., a Florida corporation, filed in Tallahassee on May 7, 1996, be and they hereby are amended in the following particulars:

"The name of the corporation be changed to 'ULTIMATE CHAMPIONSHIP WRESTLING - ULTIMATE PRODUCTIONS, INC.'"

The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 8th day of May, 1996.

IN WITNESS WHEREOF, the undersigned Incorporator/Secretary of this corporation has executed these Articles of Amendment this 8th day of May, 1996.

ULTIMATE CHAMPIONSHIP WRESTLING - ULTIMATE
PRODUCTIONS, INC.



Gary Phillips, Incorporator
/Secretary

FILED
96 MAY 17 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, personally appeared Gary Phillips, known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of May, 1996.

- [] Who is personally known by me.
[✓] Who produced driver's license (352-36-0381) as identification.



(Notary Seal)

Lynda K.H. Demme (signature)
LYNDA K.H. DEMME (print)
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: 4-4-00
Commission #: CC848448