

**P96000040219**

LAW OFFICES OF  
**ERIC P. LITTMAN, BA.**  
1425 BRIDGELL AVENUE  
EIGHTH FLOOR  
MIAMI, FLORIDA 33131

MARK J. BRYN  
OF COUNSEL

April 29, 1996

TEL: (305) 378-3388  
FAX: (305) 378-0880

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

200001810812  
-05/07/96--01048--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
Shooting Stars Sports Entertainment, Inc.

Gentlemen:

Enclosed please find two original Articles of Incorporation for Shooting Stars Sports Entertainment, Inc. Please return a certified copy of each to our office. Enclosed is a check in the amount of \$122.50 to cover the fees.

Very truly yours,



Eric P. Littman

EPL/ijc

Enclosures

C:\DATA\WP00\SEC.LET

FILED  
MAY 6 1996  
TALLAHASSEE, FLORIDA

D. BROWN MAY 10 1996

**ARTICLES OF INCORPORATION  
OF  
SHOOTING STARS SPORTS ENTERTAINMENT, INC.**

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is Shooting Stars Sports Entertainment, Inc.

**ARTICLE II  
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III  
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV  
SHARES**

The capital stock of this corporation shall consist of 100,000,000 shares of common stock, \$.001 par value.

**ARTICLE V  
PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 1428 Brickell Avenue, 8th Floor, Miami, FL 33131. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI  
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum

may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be 1. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws. The name and addresses of the initial Board of Directors and officers are as follows:

Dr. Morris Goldfinger 70 Park Lane Circle Don Mills, Ontario M3C 2N5	Chairman
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Bernard J. Kamin 111 Eglinton Avenue East, Suite 200 Toronto, Ontario M4P 1H4	President
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Michael Whitney 111 Eglinton Avenue East, Suite 200 Toronto, Ontario M4P 1H4	Secretary
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Muklis Munir 111 Eglinton Avenue East, Suite 200 Toronto, Ontario M4P 1H4	Treasurer
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#### **ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS**

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

#### **ARTICLE VIII AMENDMENT OF BYLAWS**

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

#### **ARTICLE IX SHAREHOLDERS**

9. 1. Inspection of Books. The board of directors shall make reasonable rules to

determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

#### **ARTICLE X LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

#### **ARTICLE XI SUBSCRIBER**

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

Eric P. Littman  
8th Floor  
1428 Brickell Avenue  
Miami, FL 33131

#### **ARTICLE XII CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is

such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

**ARTICLE XIII  
RESIDENT AGENT**


The name and address of the initial resident agent of this corporation is:

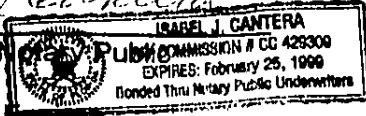
Eric P. Littman  
1428 Brickell Avenue  
8th Floor  
Miami, FL 33131

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this on May 2, 1996.

  
Eric P. Littman, Subscriber

Subscribed and Sworn on May 2, 1996  
Before me:

  
Isabel Cantera, Notary Public  
My Commission Expires.



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

Having been named to accept service of process for Shooting Stars Sports Entertainment Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

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Eric P. Littman

P96000040219

LAW OFFICE OF  
ERIC P. LITTMAN, P.A.  
1400 BRICKELL AVENUE  
EIGHTH FLOOR  
MIAMI, FLORIDA 33131

MARK J. BRYN  
OF COUNSEL

June 5, 1996

TEL: (305) 378-0388  
FAX: (305) 378-0880

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

200001857862  
-06/11/96--01083--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Merger of  
Unitel Research Corp., a Delaware Corporation and  
Shooting Stars Sports Entertainment, Inc., a Florida Corporation

Gentlemen:

Enclosed please find two originals of Articles of Merger with attached Plan and Agreement of Merger for the above referenced corporations. Please return a certified copy to our office. Enclosed is a check in the amount of \$70.00 to cover the fees

Very truly yours,



Eric P. Littman

EPL/ljc

FILED  
96 JUN 11 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger - of 6/19/96

Not enough for  
a cc - sent signed  
copy -



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

UNITEL RESEARCH CORP., a non-qualified Delaware Corp.

INTO

**SHOOTING STARS SPORTS ENTERTAINMENT, INC.**, a Florida corporation,  
P96000040219.

File date: June 11, 1996

Corporate Specialist: Susan Payne



**ARTICLES OF MERGER OF  
UNITEL RESEARCH CORP.  
A Delaware Corporation**

FILED  
96 JUN 11 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**INTO**

**SHOOTING STARS SPORTS ENTERTAINMENT, INC.  
A Florida Corporation**

Pursuant to applicable statutes, the corporations described herein, desiring to effect a merger and set forth the following facts:

**ARTICLE I**

The name of the corporation surviving the merger is: SHOOTING STARS SPORTS ENTERTAINMENT, INC.

**ARTICLE II**

The surviving corporation organized under the laws of the state of Florida.

**ARTICLE III**

The name of the non-surviving corporation is: Unitel Research Corp., a Delaware corporation.

**ARTICLE IV**

The Plan of Merger is set forth in Exhibit A, which is attached hereto and made a part hereof.

**ARTICLE V**

The manner of adoption and vote of the surviving corporation was as follows: The merger duly approved by the unanimous vote of all the shareholders of the surviving corporation.

## ARTICLE VI


The manner of adoption and vote of the non-surviving corporation was as follows:  
The merger duly approved by the unanimous vote of all the shareholders of the non-surviving corporation.

## ARTICLE VII

These Articles of Merger will be effective upon filing.

In Witness Whereof, the undersigned being the President of the non-surviving corporation, executes these Article of Merger and verifies, subject to the penalties of perjury, that the statements contained are true this 21st day of May, 1996.

**UNITEL RESEARCH CORP.  
A DELAWARE CORPORATION**

By:   
Bernard J. Kamin, President

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## PLAN OF MERGER

(a) CONSTITUENT  
CORPORATIONS:

UNITEL RESEARCH CORP.  
(A Delaware Corporation)

SHOOTING STARS SPORTS ENTERTAINMENT, INC.  
(A Florida Corporation)

UNITEL RESEARCH CORP., a Delaware corporation, has only one class of stock outstanding, that being common stock of which 11,351,866 shares common stock are outstanding.

SHOOTING STARS SPORTS ENTERTAINMENT, INC., a Florida corporation has only one class of stock outstanding, that being common stock, of which 100 shares of common stock are outstanding, with each share entitled to one vote.

(b) SURVIVING  
CORPORATION:

SHOOTING STARS SPORTS ENTERTAINMENT, INC.,  
a Florida Corporation.

(c) Effective as of the date of the merger, (i) all shares of UNITEL RESEARCH CORP. shall be canceled, (ii) all assets of UNITEL RESEARCH CORP., shall become assets of SHOOTING STARS SPORTS ENTERTAINMENT, INC., (iii) all liabilities of UNITEL RESEARCH CORP. shall be assumed by SHOOTING STARS SPORTS ENTERTAINMENT, INC., (iv) each shareholder of UNITEL RESEARCH CORP., shall receive one share of SHOOTING STARS SPORTS ENTERTAINMENT, INC., for each two shares of UNITEL RESEARCH CORP., held by such shareholder. and (v) UNITED RESEARCH CORP., shall cease to exist.

AGREED TO AND ACCEPTED this 21 day of May, 1996.

UNITEL RESEARCH INC.  
A Delaware corporation

By:   
Bernard J. Kamin, President

SHOOTING STARS SPORTS  
ENTERTAINMENT, INC.,  
A Florida corporation

By:   
Bernard J. Kamin, President