

P96000046214

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: 5000 Day 3000 **FILED** 5/31/96

96 MAY 31 AM 11:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

_____ Capital Express™
_____ Art. of Inc. File _____
_____ Corp. Record Search _____
_____ Ltd. Partnership File _____
_____ Foreign Corp. File _____
_____ () Cert. Copy(s) _____
_____ Art. of Amend. File _____
_____ Dissolution/Withdrawal _____
_____ C U S- _____
_____ Fictitious Name File _____
_____ Name Reservation _____
_____ Annual Report/Reinstatement _____
_____ Reg. Agent Service _____
_____ Document Filing _____
_____ Corporate Kit _____
_____ Vehicle Search _____
_____ Driving Record _____
_____ Document Retrieval _____
_____ UCC 1 or 3 File _____
_____ UCC 11 Search _____
_____ UCC 11 Retrieval _____
_____ File No.'s, _____ Copies _____
_____ Courier Service _____
_____ Shipping/Handling _____
_____ Phone () _____
_____ Top Priority _____
_____ Express Mail Prep. _____
_____ FAX () _____ pgs. _____

SUBTOTALS _____

REQUEST TAKEN CONFIRMED APPROVED
DATE 5/31 _____
TIME 10:00 _____ CK No. _____
BY 77 _____

WALK-IN
Will Pick Up _____

FEE..... \$ _____
DISBURSED..... \$ _____
SURCHARGE..... \$ _____
TAX on corporate supplies..... \$ _____
SUBTOTAL..... \$ _____
PREPAID..... \$ _____
BALANCE DUE..... \$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days. 18% per Annum.

THANK YOU
from
Your Capital Connection

*Articles
of
Incorporation
of
Game Day Sports Marketing, Inc.*

FILED
96 MAY 31 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME: The name of this corporation is:

GAME DAY SPORTS MARKETING, INC.

Whose mailing address is: 69 Players Club Villas
Ponte Vedra Beach, Florida 32082

ARTICLE II. DURATION: This corporation shall have a perpetual existence.

ARTICLE III. PURPOSE: The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is: 500 shares of common stock, each share having a par value of \$1.00.

ARTICLE V. FUTURE STOCK ISSUES: In the event of an issue of nonissued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or her right to subscribe shall inure to the benefit of the other stockholders. Written notice of intention to issue non-issued capital stock or new stock shall be given by the corporation to all stockholders and the stockholders shall notify the corporation of their intention to subscribe within thirty (30) days after such notice.

ARTICLE VI. REGISTERED AGENT: The initial registered agent for this corporation is Bob Freeman and the initial registered office is located at 69 Players Club Villas, Ponte Vedra Beach, Florida 32082.

ARTICLE VII. DIRECTORS: The corporation shall have one (1) director initially, whose name and street address is as follows:

Bob Freeman
69 Players Club Villas
Ponte Vedra Beach, Florida 32082

ARTICLE VIII. INCORPORATORS: The name and address of the incorporator of this corporation is as follows:

Bob Freeman
69 Players Club Villas
Ponte Vedra Beach, Florida 32082

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 29th day of May, 1996.


Bob Freeman, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

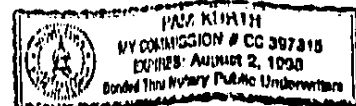
FILED

The foregoing Articles of Incorporation were acknowledged before me this 29th day of May, 1996, by Bob Freeman, who has produced a Florida Drivers License identification and who did not take an oath.

96 MAY 29 AM 11:50
NOTARY PUBLIC
TALLAHASSEE, FLORIDA

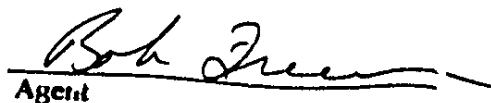


Notary Public signature
Name of Notary Public: Pam Kurth
My Commission Expires:



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.


Agent