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1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
800-342-8086

CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 001289 4329325

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 122.50

ORDER DATE : June 26, 1996

ORDER TIME : 11:19 AM

ORDER NO. : 001289

CUSTOMER NO: 4329325

600001877116

CUSTOMER: Scott Glazier, Esq
BRANT MOORE MACDONALD & WELLS,
P.A.
P. O. Box 4548

Jacksonville, FL 32201-4548

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 26 AM 9:25

96 JUN 26 PM 2:06
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: HERITAGE SPORTS, 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: Clint Fuhrman

EXAMINER'S INITIALS: JF 6/27/96

EFFECTIVE DATE
6/25/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 26 AM 9:26

ARTICLES OF INCORPORATION OF HERITAGE SPORTS, INC.

ARTICLE I - NAME

The name of this Corporation is Heritage Sports, Inc.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of the voting common stock at a par value of $1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 2120 Corporate Square Boulevard, Suite 3, Jacksonville, Florida 32216. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

John A. Somanik
2120 Corporate Square Boulevard
Suite 3
Jacksonville, Florida 32216

ARTICLE IX - INCORPORATOR

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

Scott L. Glazier
Suite 3100 - Barnett Center
50 North Laura Street
Jacksonville, Florida 32202

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 3100, Barnett Center, 50 North Laura Street, Jacksonville, Florida 32202 and the name of the initial registered agent of this Corporation at that address is Brant, Moore, Macdonald & Wells, P.A.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on June 25, 1996.

Scott L. Glazier ______________ (SEAL)
Scott L. Glazier
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for Heritage Sports, Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

Brant, Moore, Macdonald & Wells, P.A.

By: ______________________
Scott L. Glazier
Its: Vice-President
Registered Agent

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DIVISION OF CORPORATIONS
96 JUN 26 AM 9:26

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Br[illegible] Moore, Macdonald & Wells, P. A.
ATTORNEYS AND COUNSELLORS
SUITE 3100-BARNETT CENTER
50 NORTH LAURA STREET
JACKSONVILLE, FLORIDA
32202

WILLIAM P. BRANT
TERRY A. MOORE
JOHN B. MACDONALD
S. GRIER WELLS
SCOTT L. GLAZIER
THOMAS M. REITER
DAVID T. ABRAHAM
STEPHEN G. PROM
JAN D. McCORMICK
JEFFREY R. LUDWIG
JOHN I. FISHBURNE, III
DONALD E. TESIERO, II
LEONARDO J. MAIMAN
WILLIAM L. FINGER
FRANK M. TALBOT, II
BENJAMIN C. PARDMAN
ROBERT D. SHAFFER, II
MELISSA Y. FERWERDA

A. L. SCHNEIDER
OF COUNSEL

TELEPHONE (904) 353-3100
TELEFAX (904) 353-1186

MAILING ADDRESS:
POST OFFICE BOX 4848
JACKSONVILLE, FLORIDA
32201-4848

FILED
96 DEC 30 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 27, 1996

Corporate Division
Department of State
George Firestone Building
Post Office Box 6327
Tallahassee, Florida 32314

Re: Heritage Sports, Inc.

Dear Sir/Madam:

Enclosed please find one (1) original and copy of the Articles of Amendment for the above-referenced corporation. We have also enclosed our firm's check in the amount of $87.50 to cover the cost of filing fee. We would appreciate your filing the Articles of Amendment immediately upon receipt and returning a certified copy of the filing to our office.

If you have any questions, please do not hesitate to call.

Very truly yours,

Scott L. Glazier

Scott L. Glazier

SLG/clw
Enclosures
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96 DEC 30 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
HERITAGE SPORTS, INC.

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of HERITAGE SPORTS, INC. and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of HERITAGE SPORTS, INC., and upon authority of all of the shareholders of this Corporation, hereby set forth as follows:

1. The name of this Corporation is Heritage Sports, Inc.

2. The Articles of Incorporation of Heritage Sports, Inc. have been amended by deleting Article I in its entirety and by substituting in lieu thereof the following Article:

"ARTICLE I - NAME

The name of this Corporation is Heritage Pro Rodeo, Inc."

3. In accordance with Florida Statute Section 607.1003, the referred to amendment was adopted by the Board of Directors on November 15, 1996, and by all the shareholders comprising the only voting group in accordance with Florida Statute Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

4. Upon the filing of these Articles of Amendment by the Department of State, the above referred to amendment shall become

effective and the Articles of Incorporation of Heritage Sports, Inc. shall be deemed to be amended accordingly.

DATED this 15th day of November, 1996.

JOHN A. SEMANIK
President

JOHN A. SEMANIK
Secretary

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