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July 3, 1996

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

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-07/11/96--01030--002
****122.50 ****122.50

Re: **Bruce Frey Sports Ventures, Inc.**
and Palm Beach Hockey Sports Limited Partnership

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Incorporation for Bruce Frey Sports Ventures, Inc., as well as an original and one copy of the Certificate of Limited Partnership of Palm Beach Hockey Sports Limited Partnership. You should be advised that these documents are being filed simultaneously since Bruce Frey Sports Ventures, Inc. is a general partner of Palm Beach Hockey Sports Limited Partnership. Upon filing the originals, please forward each respective certificate, along with a stamped copy of each to the undersigned's attention.

EFFECTIVE DATE

Also enclosed is a check payable to the Secretary of State in the amount of \$ 122.50 in remittance for your fees for Bruce Frey Sports Ventures, Inc. and a check in the amount of \$1,837.50 for the filing of Palm Beach Hockey Sports Limited Partnership, which represents the maximum \$1,750.00 filing fee based on the amount of capital contribution of the limited partners, the \$35.00 registered agent fee and \$52.50 for a certified copy of the certificate.

7-1-96

Dmc
7-10-96

FILED
95 JUL -9 AM 9:13
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRUCE FREY SPORTS VENTURES, INC.

FILED
96 JUL -9 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

EFFECTIVE DATE

7-1-96

ARTICLE I

The name and initial address of this corporation shall be: Bruce Frey Sports Ventures, Inc., 139 Worth Avenue, Palm Beach, Florida 33480, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

This corporation shall commence its existence within five (5) business days prior to the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation is 139 Worth Avenue, Palm Beach, Florida 33480. The initial registered agent at that address is Bruce Frey.

ARTICLE VI

The corporation shall have one (1) director initially. The name and address of the first director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, is:

<u>Name</u>	<u>Address</u>
Bruce Frey	139 Worth Avenue Palm Beach, Florida 33480

ARTICLE VII

The name and address of the incorporator is: Eric J. Matheson, Esquire, The Worth Avenue Building, 205 Worth Avenue, Suite 201, Palm Beach, Florida 33480.

ARTICLE VIII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 27th day of JUNE, 1996.



Eric J. Matheson, Incorporator

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

FILED

96 JUL -9 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


In compliance with the laws of the State of Florida, the following is submitted:

First - That Bruce Frey Sports Ventures, Inc., desiring to organize under the laws of the State of Florida, has designated Bruce Frey, 139 Worth Avenue, Palm Beach, Florida 33480, as the place of business for the service of process within this state.

Second -- That the above corporation has named Bruce Frey as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 27 day of June, 1996



Bruce Frey
Registered Agent