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LAW OFFICES

NEILL GRIFFIN JEFFRIES & LLOYD

CHARTERED

RICHARD V. NEILL
CHESTER B. GRIFFIN
MICHAEL JEFFRIES
ROBERT M. LLOYD
J. STEPHEN TIERNEY, III
RICHARD V. NEILL, JR.
CHET E. WEINBAUM

311 SOUTH SECOND STREET
FORT PIERCE, FLORIDA 34950

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MAILING ADDRESS
TACEY PRODUCTIONS
FORT PIERCE, FL 34954
TELEPHONE (861) 464-8200
FAX (861) 464-2566

July 17, 1996

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

Re: Outlaw Rodeo Productions, Inc.

Gentlemen:

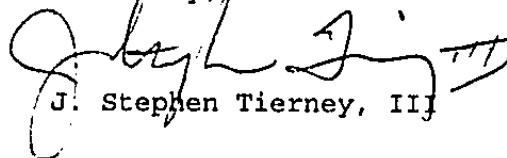
Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, certify and indicate the filing date on the copy, and return the certified copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

A. Articles Of Incorporation filing fee:	\$ 35.00
B. Certified copy of Articles Of Incorporation:	52.50
C. Registered Agent Designation Filing Fee:	35.00
	<hr/>
	\$122.50

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,


J. Stephen Tierney, III

JST/pd
Enclosures

PH
7/23/96

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OUTLAW RODEO PRODUCTIONS, INC.

ARTICLE I - NAME

The name of the corporation is Outlaw Rodeo Productions, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in the business of producing events including rodeos and transacting any or all lawful businesses for which corporations may be organized under the Florida General Corporation Law.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue one thousand (1,000) shares of common stock having a par value of ONE AND NO/100 DOLLAR (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2110 North U.S. One, Fort Pierce, Florida 34946 and the name of the initial registered agent of this corporation at that address is Sabina R. Eckel. The mailing address of the corporation is 2110 North U.S. One, Fort Pierce, Florida 34946.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

David LaCrosse	Kathleen LaCrosse	Sabina Eckel
2110 North U.S. 1	2110 North U.S. 1	405 Fernandina St.
Ft. Pierce, FL 34946	Ft. Pierce, FL 34946	Ft. Pierce, FL 34949

ARTICLE VII - INCORPORATORS

The name and mailing address of the person signing these Articles of Incorporation is: Sabina R. Eckel, 405 Fernandina St., Ft. Pierce, Florida 34949.

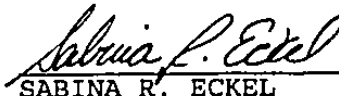
ARTICLE VIII - AMENDMENT

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

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of July, 1996.


SABINA R. ECKEL

STATE OF FLORIDA
COUNTY OF ST LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Sabina

R. Eckel, who is personally known to me or who produced Her Deed of Conveyance as identification, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of July, 1996.



JEAN A. WINDLE
MY COMMISSION # CC 225053 EXPIRES
September 24, 1999
BOWEN & THOMAS FARM INSURANCE, INC.

Sandra D. Windle
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.

(Printed Notary Name)

I.D. Produced _____

My Commission Expires: _____

FILED
JUL 18 1996
TALLAHASSEE, FLORIDA

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

In accordance with the provisions of Chapter 48.091, Florida Statutes, Outlaw Rodeo Productions, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Fort Pierce, County of St. Lucie, State of Florida, has named Sabina Eckel, whose address is 2110 North U.S. 1, Fort Pierce, Florida 34946, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED:

July 17, 1996

Sabina R. Eckel
SABINA R. ECKEL