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DIVISION OF CORPORATIONS
96 AUG 25 AM 10:21

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Gabriel Bulgas	Steven S. Goodman	Steven A. Landy	Rebecca B. Orand	David M. Orta	Paul A. Shelnowitz
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Bernardo Burstein	Matthew B. Gerson	David M. Layman	David M. Orta	Lawrence Silverman	H. Allan Shore
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C. Deryl Couch	Fred E. Harris, Jr.	Fred Levinson	David M. Orta	I. Todd Sumner	I. Todd Sumner
John G. Crabtree	Don Harris	Mate S. Levin	David M. Orta		
Miguel A. De Grandy	Steven M. Hoffman		David M. Orta		
Hert Diaz			David M. Orta		
Alan T. Diamond			David M. Orta		

Myrna Anne Norman
(305) 789-5375

August 21, 1996

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: PRO SPORTS EXPOSÉ, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
1221 BRICKELL AVENUE MIAMI, FLORIDA 33131 305-579-0500 FAX 305-579-0717
MIAMI NEW YORK WASHINGTON, D.C.
FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE ORLANDO

D. BROWN AUG 28 1996

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Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "Myrna Anne Norman".

Myrna Anne Norman
Legal Assistant

ARTICLES OF INCORPORATION

OF

PRO SPORTS EXPOSÉ CORP.

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SECRETARY OF
95 AUG 25 PM 10:22

ARTICLE I

The name of the corporation is PRO SPORTS EXPOSÉ CORP. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 10738 Lakehill Drive, Clermont, Florida 34711.

ARTICLE III

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

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 10738 Lakehill Drive, Florida, 34711, City of Clermont, County of ~~Orange~~ ^{Lake}, and the name of its initial registered agent at such office is Donald A. Sanders.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name of the sole member of the initial Board of Directors who is to serve as the Corporation's director until his successors are duly elected and qualified is:

Donald A. Sanders

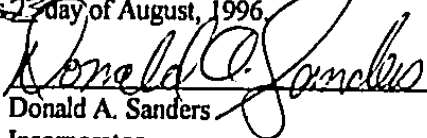
ARTICLE VII

The name of the Incorporator is Donald A. Sanders and the address of the Incorporator is 10738 Lakehill Drive, Clermont, Florida 34711.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

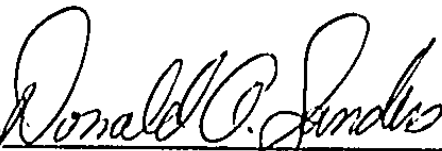
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 23rd day of August, 1996.


Donald A. Sanders
Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PRO SPORTS EXPOSÉ CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

By 
Donald A. Sanders, Registered Agent

DATED: August 23, 1996.