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SEP 17 1996  
11:11 AM  
FEDERAL BUREAU OF INVESTIGATION

September 13, 1996

SECRETARY OF STATE  
Department of Corporations  
P.O. Box 6327  
Tallahassee, Florida: 32314

20250913 10:40:51  
09/13/96 0114 007  
\*\*\*122.50 \*\*\*122.50

Re: GULFCOAST BOXING, INC.  
Our File Number: G-204-D

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, GULFCOAST BOXING, INC.

Also enclosed is a check in the amount of \$122.50 to cover the various fees. If you find that everything is in order, please return a certified copy of the articles to this office.

Thank you for your attention to this matter.

Very truly yours,

ARTHUR D. DECKELMAN, P.A.  
& ASSOCIATES

*Dawn A. Geibel*

Dawn A. Geibel  
Legal Assistant to  
Arthur D. Deckelman, Esquire

/dg

Enclosures

*2/17/96  
36370 US HWY 19 NO  
PALM HARBOR, FL 34684*

ARTICLES OF INCORPORATION  
OF  
GULFCOAST BOXING, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I. NAME

The name of the corporation ("Corporation") shall be:

GULFCOAST BOXING, INC.

The street address of the principal office of the Corporation shall be 2050 Los Lomas Drive, Clearwater, Florida 34623, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 500, all of which shall be Common Shares, having no par value per share. All common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. REGISTERED AGENT

The initial street address of the Corporation's registered office is 2050 Los Lomas Drive, Clearwater, Florida 34623. The initial registered agent for the Corporation at that address is GARY RINI.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The initial board of directors shall consist of two members initially. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
GARY RINI Director	2050 Los Lomas Drive Clearwater, Florida 34623
DON BRADLEY Director	2050 Los Lomas Drive Clearwater, Florida 34623

ARTICLE VII. INCORPORATOR

The name and street addresses of the incorporators to these Articles of Incorporation are:

Name	Address
GARY RINI Director	2050 Los Lomas Drive Clearwater, Florida 34623
DON BRADLEY Director	2050 Los Lomas Drive Clearwater, Florida 34623

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

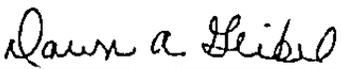
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 12 day of September, 1996.

  
Name: GARY RINI

STATE OF FLORIDA )  
                          )SS  
COUNTY OF PINELLAS)

BEFORE ME, personally appeared GARY RINI, to me known, who after being duly sworn, acknowledges that he has read the foregoing ARTICLES OF INCORPORATION, and that he subscribed to these ARTICLES OF INCORPORATION on the 12 day of September, 1996.

[SEAL]

  
Notary Public  
Name:  
My Commission Expires:

