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Zack, Sparber, Kosnitzky, Spratt & Brooks

PROFESSIONAL ASSOCIATION

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ONE INTERNATIONAL PLACE
SUITE 2800
MIAMI, FLORIDA 33131-2144
TELEPHONE (305) 539-8400
FACSIMILE (305) 539-1307

October 23, 1996

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

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-10/25/96--01095--020
*****70.00 *****70.00

Re: Filings

Dear Sir/Madame:

Enclosed are the following documents for filing with the Florida Secretary of State:

1. **Articles of Amendment** - Original Articles of Amendment to the Articles of Incorporation of Little Haiti Community Development Alliance, Inc., copy of same and a check in the amount of \$87.50.

2. **Articles of Incorporation** - Original Articles of Incorporation for Major League Management, Inc., copy of same and a check in the amount of \$70.00.

Please acknowledge your receipt of the enclosed documents by stamping each document and returning same to me in the enclosed, self-addressed envelope.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

Roland Sanchez-Medina Jr.

Roland Sanchez-Medina Jr.

RSM:mm
Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 25 PM 2:37

cf 10/28/96

ARTICLES OF INCORPORATION
OF
MAJOR LEAGUE MANAGEMENT, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
96 OCT 25 PM 2:37

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

Article I. Corporate Name

The name of this Corporation is:

Major League Management, Inc.

Article II. Mailing Address of Corporation

The mailing address of this Corporation is c/o Roland Sánchez-Medina Jr., 513 Alcazar Avenue, Coral Gables, Florida 33134.

Article III. Capital Stock

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$.01 per share. The Board of Directors of this Corporation shall have the power to divide and issue the common stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

Article IV. Term of Existence

This Corporation shall have perpetual existence.

Article V. Initial Registered Office and Registered Agent

The Corporation's initial registered agent shall be Roland Sánchez-Medina Jr. and the street address of the initial registered office of this Corporation in the State of Florida is 513 Alcazar Avenue, Coral Gables, Florida 33134.

Article VI. Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

Article VII. Incorporator

The name and street address of the person signing these Articles of Incorporation as the incorporator is Roland Sánchez-Medina Jr., 513 Alcazar Avenue, Coral Gables, Florida 33134.

Article VIII. Amendment

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of

Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

Article IX. Indemnification

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of October 18, 1996.



Roland Sánchez-Medina Jr.

CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed as registered agent of Major League Management, Inc. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.



Roland Sanchez-Medina Jr.

Dated: October 18, 1996

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SECRETARY OF STATE
OFFICE OF CORPORATIONS
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LAW OFFICES

Zack, Sparber, Kosnitzky, Spratt & Brooks

PROFESSIONAL ASSOCIATION

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JILL E. ANDERSON
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September 3, 1997

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-09/08/97--01021--005
*****35.00 *****35.00

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

Re: Filing

Dear Sir/Madame:

Enclosed is the following document for filing with the Florida Secretary of State:

Amendment to Articles of Incorporation - Original Amendment to Articles of Incorporation of Major League Management, Inc., copy of same and a check in the amount of \$35.00.

Please acknowledge your receipt of the enclosed document by stamping the enclosed copy and returning same to me in the enclosed, self-addressed envelope.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

Roland Sanchez-Medina Jr.

Roland Sanchez-Medina Jr.
For the Firm

RSM:mb
Enclosures

FILED
97 SEP -8 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAJOR LEAGUE MANAGEMENT, INC.

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION

FILED

97 SEP -8 PM 4:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 607.1003 of the Florida Business Corporation Act, as amended (the "Act"), Major League Management, Inc., a Florida corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this corporation is: Major League Management, Inc. (the "Corporation").
2. These Articles of Amendment were approved by Written Consent of the Board of Directors and Shareholders of the Corporation on August 25, 1997 in accordance with the manner prescribed by § 607.1003 of the Act, constituting a sufficient number of votes to approve the amendment.
3. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE I. NAME

The name of the corporation is: Pro League Sports Management, Inc.

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
5. The undersigned individual is a duly elected and serving executive officer of the Corporation, duly authorized to execute these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of this 28th day of August, 1997.

MAJOR LEAGUE MANAGEMENT,
INC.

By: Roland Sánchez-Medina Jr.
Roland Sánchez-Medina Jr., President