

P96000097257

ERIC J. MATHESON, P.A.

Attorney at Law
The Worth Avenue Building
205 Worth Avenue, Suite 320
Palm Beach, Florida 33480

Office: (561) 833-5277
Fax: (561) 833-9154

E-Mail: EJMathP@net.com

November 22, 1996

Via United Parcel Service

Attn: Filing Section
The Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

600002013456--9
-11/26/96--01013--001
****122.50 ****122.50

Re: Palm Beach Arena, Inc.

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Incorporation for Palm Beach Arena, Inc. Upon filing the original, please forward the certificate, along with a stamped copy to the undersigned's attention.

Also enclosed is a check payable to the Secretary of State in the amount of \$ 122.50 in remittance for your fees. If you have any questions or comments, please do not hesitate to contact me at any time. Thank you for your assistance.

Very truly yours,

ERIC J. MATHESON, P.A.

EFFECTIVE DATE
NOV 18 1996

by: Eric J. Matheson

Enclosures
cc: Mr. Bruce Frey

FSE.PBArena,Inc.art.ltr.11.22.96

TAB 12/3

FILED
96 NOV 25 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
NOV 10 1926

ARTICLES OF INCORPORATION
OF
PALM BEACH ARENA, INC.

FILED
96 NOV 25 AM 6:55
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.

ARTICLE I

The name and initial address of this corporation shall be: Palm Beach Arena, Inc., 200 Peruvian Rd., 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 205 Worth Avenue, Suite 320, Palm Beach, Florida 33480. The initial registered agent at that address is Eric J. Matheson.

ARTICLE VI

The corporation shall have two (2) directors initially. The name and addresses of the first directors of the corporation, who shall hold office for the first year or until successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Bruce Frey	200 Peruvian Road Palm Beach, Florida 33480
Lowell "Bud" Paxson	601 Clearwater Park Road West Palm Beach, Florida 33401

ARTICLE VII

The name and address of the incorporator is: Eric J. Matheson, Esquire, The Worth Avenue Building, 205 Worth Avenue, Suite 320, 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.

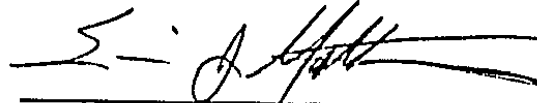
ARTICLE XI

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 22nd day of November, 1996.

A handwritten signature in dark ink, appearing to read "Eric J. Matheson", written over a horizontal line.

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 NOV 25 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

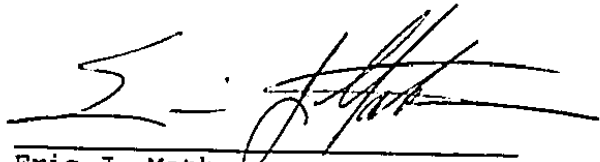
In compliance with the laws of the State of Florida,
following is submitted:

First - That Palm Beach Arena, Inc., desiring to organize
under the laws of the State of Florida, has designated Eric J.
Matheson, 205 Worth Avenue, Suite 320, Palm Beach, Florida
33480, as the place of business for the service of process within
this state.

Second -- That the above corporation has named Eric J.
Matheson, Esquire 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 ac' in this capacity, and agree to comply with
the provisions of Florida law relative to keeping the registered
office open.

Dated this 22ND day of November, 1996.


Eric J. Matheson
Registered Agent