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## STATE OF FLORIDA

## ARTICLES OF INCORPORATION OF DOWN ASSOCIATION OF NORTH AMERICA IN

WORLD BOXING ASSOCIATION OF NORTH AMERICA, INC.

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: World Boxing Association of North America, Inc.

SECOND: The street address of the principal office of the corporation and its mailing address is:

1735 Market Street, 39th Floor, Mellon Bank Center Philadelphia, PA 19103

THIRD: The number of shares the corporation is authorized to issue is One Thousand (1,000) each with the par value of Zero Dollars and One Cent (\$0.01).

FOURTH: The street address of the initial registered office of the corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

FIFTH: The name and address of each incorporator is:

Marie E. DeCarlo Dilworth, Paxson, Kalish & Kauffman 1735 Market Street 3200 Mellon Bank Center Philadelphia, PA 19103

The undersigned have executed these articles of incorporation this 13th day of March, 1997.

Marie E. DeCarlo, Incorporator

Acceptance by the Registered Agent of
World Boxing Association of North America, Inc.
as required in Section 607.0501

CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

CT CORPORATION SYSTEM

Dated: March 13, 1997

By:

Ann J Williams

(Type Name of Officer)

Assistant Secretary
(Title of Officer)

/uls/harmellf/decario/forms/art.inc.fl

March 13, 1997