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ACCOUNT NO. : 072100000032

REFERENCE : 304382 80981A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 24, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 304382-005

EFFECTIVE DATE

3-20-97

CUSTOMER NO: 80981A

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CUSTOMER: John F. Wendel, Esq
WENDEL CHRITTON & PARKS

5300 S. Florida Avenue

Lakeland, FL 33813

DOMESTIC FILING

NAME: CENTRAL FLORIDA COWBOYS
FOOTBALL CLUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS

! K.R. MAR 24 1997

FILED
97 MAR 24 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 24 AM 10:38
DIVISION OF CORPORATION

EFFECTIVE DATE

3-20-97

ARTICLES OF INCORPORATION

OF

CENTRAL FLORIDA COWBOYS FOOTBALL CLUB, INC.

FILED
97 MAR 24 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be CENTRAL FLORIDA COWBOYS FOOTBALL CLUB, INC.

ARTICLE II

The existence of the corporation shall commence on March 20, 1997.

ARTICLE III

The street address of the principal office of the corporation is 534 W. Valencia Street, Lakeland, Florida 33805, and the mailing address of the corporation is 534 W. Valencia Street, Lakeland, Florida 33805.

ARTICLE IV

The number of shares which the corporation is authorized to issue is 1,000 shares having a par value of \$0.01 each.

ARTICLE V

The street address of the corporation's initial registered office is c/o Wendel, Chritton & Parks, Chartered, 5300 South Florida Avenue, Lakeland, Florida 33813, and the name of its initial registered agent at that address is John F. Wendel.

ARTICLE VI

The name and address of the sole incorporator of the corporation is Acquanetta Speed, 534 W. Valencia Street, Lakeland, Florida 33805.

The undersigned incorporator has executed these Articles of Incorporation this 20th day of March, A.D. 1997.


ACQUANETTA SPEED
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, JOHN F. WENDEL, having been named to serve as Registered Agent for CENTRAL FLORIDA COWBOYS FOOTBALL CLUB, INC., do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept the obligations of such office.

DATED this 20th day of March, A.D. 1997.


JOHN F. WENDEL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA