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AMERICAN SPORTS PROMOTIONS, INC.  
1800 N.W. 24th Avenue  
Suite 411  
Miami, Florida 33125  
Telephone: (305) 633-24560  
Fax: (305) 633-6314

March 17, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-03/18/97--01141--007  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

RE: AMERICAN SPORTS PROMOTIONS, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-captioned corporation, as well as Certificate of Resident Agent. Also enclosed is my check in the amount of \$122.50 to cover your respective fees. Please forward to me a certified copy of the Articles and Certificate of Incorporation.

Thank you for your courtesy in this matter.

Very truly yours,

*Katia Calleiro Cruz*  
Katia Calleiro Cruz  
President

Encls.

MAR 25

BSB

FILED  
97 MAR 18 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
AMERICAN SPORTS PROMOTIONS, INC.**

**FILED**  
97 MAR 18 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation is American Sports Promotions,  
Inc.

**ARTICLE II**

**PURPOSE**

This corporation is organized for the purpose of transacting  
any and all lawful business authorized by the laws of the State of  
Florida.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue one hundred shares  
of \$.10 par value common stock.

**ARTICLE IV**

**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock  
of this corporation of the same kind, class or series as that which  
he already holds, shall have the right to purchase his pro rata  
share thereof (as nearly as may be done without issuance of  
fractional shares) at the price at which it is offered to others.

**ARTICLE V**

**INITIAL OFFICE, PRINCIPAL OFFICE AND AGENT**

The street address of the initial registered office and principal office of this corporation is 1800 N.W. 24th Avenue, #411, Miami, Florida 33125 and the name of the initial registered agent of this corporation is Katia Calleiro Cruz.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Katia Calleiro Cruz  
1800 N.W. 24th Avenue, #411  
Miami, Florida 33125

Ada Travieso Ramirez  
8121 S.W. 149th Avenue  
Miami, Florida 33173

Luis Quintana  
1800 N.W. 24th Avenue, #411  
Miami, Florida 33125

**ARTICLE VII**

**INCORPORATOR**

The name and address of the person signing these Articles is:

Katia Calleiro Cruz  
1800 N.W. 24th Avenue, #411  
Miami, Florida 33125

**ARTICLE VIII**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of March, 1997.

Katia Calleiro Cruz  
Katia Calleiro Cruz, Subscriber

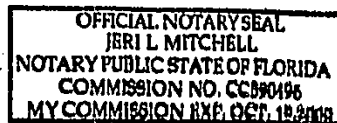
STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

The foregoing Articles of Incorporation were acknowledged before me this 17 day of March, 1997 by KATIA CALLEIRO CRUZ who is personally known to me or who has produced a \_\_\_\_\_ -  
\_\_\_\_\_ as identification and who did take an oath.

Jeri L. Mitchell  
NOTARY PUBLIC (Signature)

JERI L. MITCHELL  
Name Printed/Typed

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT AMERICAN SPORTS PROMOTIONS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA HAS NAMED, KATIA CALLEIRO CRUZ, LOCATED AT 1800 N.W. 24th AVENUE, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Katia Calleiro Cruz  
(Corporate Officer)  
TITLE President  
DATE 3/17/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Katia Calleiro Cruz  
(Resident Agent)  
DATE 3/17/97

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA