

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Virtual Technology
Sports Inc.

C.C. FEE DISBURSED

Capital Express

Art. of Amend. File

Corp. Record Search

Partnership File

Foreign Corp. File

() Cert. Copy(s)

Photo

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s. _____ Copies

Courier Service

Shipping/Handling

Phone () _____

Top Priority

Express Mail Prep.

FAX () _____ pgs.

888882155098--5

-04/25/97--01055--012

140.00 **70.00

SUBTOTALS

FEE.....\$

DISBURSED.....\$

SURCHARGE.....\$

TAX on corporate supplies.....\$

SUBTOTAL.....\$

PREPAID.....\$

BALANCE DUE.....\$

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____

DATE 4/25/97 _____TIME 11:00 _____ CK No. _____BY CD _____

WALK-IN

Will Pick Up _____

Please remit invoice number with payment

TERMS: NET 10 DAYS FROM INVOICE DATE

1 1/2% per month on Past Due Amounts

Past 30 Days, 18% per Annum.

THANK YOU

from

Your Capital Connection

ARTICLES OF INCORPORATION
OF
VIRTUAL TECHNOLOGY SPORTS, INC.

FILED
97 APR 25 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be **VIRTUAL TECHNOLOGY SPORTS, INC.**

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

This instrument prepared by:
John P. Higgins, Florida Bar No. 292575
Tampa Bay Devil Rays
Tropicana Field
One Tropicana Drive
St. Petersburg, Florida 33705
Phone (813) 825-3187
Fax (813) 825-3245

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be Tropicana Field, One Tropicana Drive, St. Petersburg, Florida 33705.

ARTICLE V - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be Tropicana Field, One Tropicana Drive, St. Petersburg, Florida 33705.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be Tropicana Field, One Tropicana Drive, St. Petersburg, Florida 33705.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be JOHN P. HIGGINS.

ARTICLE VII - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 10,000 shares of common stock having no par value.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of six (6) Directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Raymond A. Naimoli	Tropicana Field One Tropicana Drive St. Petersburg, Florida 33705
John P. Higgins	Tropicana Field One Tropicana Drive St. Petersburg, Florida 33705
David J. Auker	Tropicana Field One Tropicana Drive St. Petersburg, Florida 33705
Scott A. Gostyla	13555 Automobile Boulevard Suite 130 Clearwater, Florida 33705
Michael Beatty	13555 Automobile Boulevard Suite 130 Clearwater, Florida 33705
William Snowdon	13555 Automobile Boulevard Suite 130 Clearwater, Florida 33705

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE IX - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE X - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters

specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote,

if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
John P. Higgins	Tropicana Field One Tropicana Drive St. Petersburg, Florida 33705


ARTICLE XII - ELECTIONS REGARDING CERTAIN PROVISIONS OF THE FLORIDA STATUTES

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated

transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

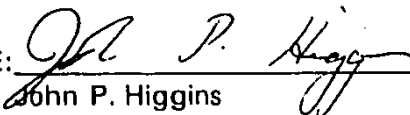
IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 24th day of April, 1997.


JOHN P. HIGGINS - Incorporator

CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.


1. The name of the Corporation is: **VIRTUAL TECHNOLOGY SPORTS, INC.**
2. The name and address of the registered agent and office are: **John P. Higgins
Tropicana Field
One Tropicana Drive
St. Petersburg, Florida 33705**

SIGNATURE: 
John P. Higgins

TITLE: Incorporator

DATE: APRIL 24, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 
John P. Higgins

DATE: APRIL 24, 1997

FILED
97 APR 25 PM 1:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA