of

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

RE: Venice Sports Promotions

P97000039507

NAME
FIRM
ADDRESS

PHONE ( )

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

To us via ______ Return via ______

Mailer No.: ______ Express Mail No. ______

State Fee $ ______ Our $ ______

	C.C. FEE.	DISBURSED
Capital Express		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation	400002162614--4	
Annual Report/Reinstatement	-05/01/97--01125--012	
Reg. Agent Service	****122.50	****122.50
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.		
SUBTOTALS		

97 MAY -2 PM 4:14
SECRETARY OF STATE DIVISION OF CORPORATIONS
97 MAY -1 PM 3:06
RECEIVED

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

5/2/97 10:34
Amend -115
Reinstate -115
Rec'd 1:34

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5-1-97		
TIME	2:40		CK No
BY	LS		

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

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
97 MAY -2 PM 12: 16
DIVISION OF CORPORATION

May 1, 1997

CAPITAL CONNECTION INC
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: VENICE SPORTS PROMOTIONS
Ref. Number: W97000010126

We have received your document for VENICE SPORTS PROMOTIONS and check(s) totaling $122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 097A00022956

Corrected

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 2, 1997

CAPITAL CONNECTION INC
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: VENICE SPORTS PROMOTIONS
Ref. Number: W97000010126

We have received your document for VENICE SPORTS PROMOTIONS . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 697A00023154

RECEIVED
97 MAY -2 PM 3:40
DIVISION OF CORPORATION

Corrected

Please keep file date as 5/2/97

Tx!

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FILED
97 MAY -2 PM 4:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Incorporation
of
Venice Sports Promotions, Inc.

1. **Name**.
The name of the Corporation is Venice Sports Promotions., Inc.

2. **Principal Office and Registered Agent**.
Its registered office in the State of Florida is 701-C West Venice Avenue, in the City of Venice, County of Sarasota. The name of its registered agent at such address is Joseph D. Costa.

3. **Purposes**.
The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

4. **Capital Stock**.
The total number of shares of capital stock that the Corporation shall have authority to issue is One Hundred (100), all of which are to be common stock with No Par Value.

5. **Incorporator**.
The name and mailing address of the incorporator is: Joseph D. Costa, 701-C West Venice Avenue, Venice, Florida 34285.

6. **Existence**.
The Corporation is to have perpetual existence.

7. **Liability of Stockholders**.
The private property of the stockholders shall not be subject to the payment of corporate debts.

8. **Management**.
Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

(a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
(b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
(c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any

officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporate upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 3th day of April, 1997.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Joseph D. Costa
Registered Agent

FILED
97 MAY -2 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of FLORIDA)
) ss
County of SARASOTA)

BE IT REMEMBERED that on this 30th day of April 1997 personally came before me, a Notary Public for the State of FLORIDA, Joseph D. Costa, to me personally known to be the same person who executed the foregoing Articles of Incorporation, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.
Produced Fla. Drivers License C230-480-40-178-0

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

CAROLE ANN THERRIEN
MY COMMISSION # CC 549384
EXPIRES: April 22, 2000
Bonded Thru Notary Public Underwriters

Carole Ann Therrien
Notary Public CAROLE ANN THERRIEN

My commission expires:

April 22, 2000

FILED
97 MAY -2 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA