

GENERAL TRIAL PRACTICE
ADMIRALTY

LAW OFFICES
OF
JOHN T. DAVID, P.A.
408 SOUTH ANDREWS AVENUE
SUITE 202
FORT LAUDERDALE, FLORIDA 33301

CRIMINAL LAW
ENVIRONMENTAL LAW

REPLY TO
PO BOX 608
FT LAUDERDALE, FL
33302

(954) 523-1755
FAX (954) 523-7300

April 30, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002166310--9
-05/05/97--01126--017
****122.50 ****122.50

Re: Wrestling International Promotions, Inc.

Dear Sir:

Enclosed herewith please find the original and one (1) copy of the Articles of Incorporation of Wrestling International Promotions, Inc. I have also enclosed a check for \$122.50 for the filing fee.

Please return a certified copy of the Articles of Incorporation to my office at your earliest convenience. Thank you for your courtesy and cooperation in this regard.

Very truly yours,

JOHN T. DAVID, ESQUIRE

JTD/skj
Encls.

FILED
97 MAY -5 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 7 1997

ARTICLES OF INCORPORATION
OF
WRESTLING INTERNATIONAL PROMOTIONS, INC.

FILED
97 MAY -5 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Corporation shall be WRESTLING INTERNATIONAL PROMOTIONS, INC.

ARTICLE II
NATURE OF BUSINESS

The Corporation is to be engaged in the promotion and scouting of wrestling sporting events and may also engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a \$1.00 par value.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS

The initial street address of the Corporation's principal office in the State of Florida shall be:

Wrestling International Promotions, Inc.
1323 20th Terrace
Key West, FL 33040

ARTICLE VI
REGISTERED AGENT

The Registered Agent of this Corporation shall be:

JOHN T. DAVID, ESQUIRE
408 South Andrews Avenue, Suite 202
Fort Lauderdale, FL 33301

ARTICLE VII - REGISTERED AGENT'S ADDRESS

The street address of the registered agent for this Corporation is 408 South Andrews Avenue, Suite 202, Fort Lauderdale, Florida, 33301, and the name of the registered agent of this Corporation at that address is John T. David, Esquire.

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


JOHN T. DAVID, ESQUIRE

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director 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 name and address of the initial Director of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John Carbonell	1323 20th Terrace Key West, FL 33040

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation as its initial incorporator is:

John Carbonell
1323 20th Terrace
Key West, FL 33040

ARTICLE X - AMENDMENT

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

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

FILED
MAY -5 PM 2:53
SECRETARY OF STATE
PALM BEACH, FLORIDA

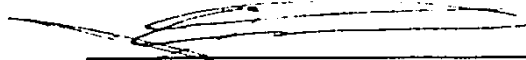
ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of May, 1997.

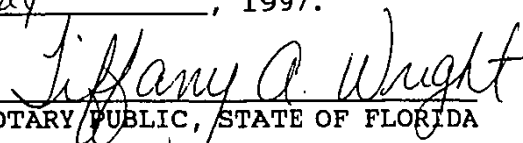


JOHN CARBONELL

STATE OF FLORIDA)
COUNTY OF MONROE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County as aforesaid, personally appeared JOHN CARBONELL, who is personally known to me, or who has produced personally known to me as identification, and who, after being duly sworn, executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

SWORN TO and SUBSCRIBED before me in the State and County aforesaid on this 2nd day of May, 1997.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Tiffany A. Wright
MY COMMISSION # 00000000 EXPIRES
June 23, 2000
BONDED THRU TROY FAIRBANKS, INC.

FILED
MAY -5 PM 2:53
TALLAHASSEE, FLORIDA