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FLORIDA DIVISION OF CORPORATIONS
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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212) 431-5000
(212) 431-1441

FAX #:

NAME: SPORTS PLUS, INC.

AUDIT NUMBER.....H97000008167
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 20, 1997

BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

SUBJECT: SPORTS PLUS NETWORK, INC.
REF: W97000011580

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The FAX audit number must be on the top and bottom of each page of the document.

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If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight
Document Specialist

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**ARTICLES OF INCORPORATION
OF
SPORTS PLUS NETWORK, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **SPORTS PLUS NETWORK, INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 4435 OLD WINTER GARDEN ROAD, ORLANDO, FL 32802 and the name of its initial registered agent at such address is **BLUMBERGEXCELSIOR CORPORATE SERVICES, INC.**
6. The number of directors constituting the initial board of directors is **TWO** and the name and address of each person who is to serve as a member thereof is as follows:

**FRANK MENNA, 18 RAILROAD AVENUE, PATCHOGUE, NY 11772 &
CORY ZEIDMAN, 18 RAILROAD AVENUE, PATCHOGUE, NY 11772**
7. The name and address of the sole incorporator is: **ROBERT ARATINGI**, c/o **BlumbergExcelsior CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 05/20/97

BlumbergExcelsior
62 White St
New York, NY 10013
212-431-5000


ROBERT ARATINGI
Sole Incorporator

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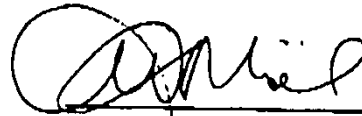
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of **SPORTS PLUS NETWORK, INC.**, the within named corporation.

Dated: *5/20/97*



Marc Moel, Assistant Secretary
For: **BLUMBERGEXCELSIOR
CORPORATE SERVICES, INC.**

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TALLAHASSEE, FLORIDA

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