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L. JAMES DICKSON, P.A.

ATTORNEY AT LAW

4707 140TH AVENUE NORTH, SUITE 309
CLEARWATER, FLORIDA 34622

EFFECTIVE DATE
S-22-97

TEL: (813) 531-2715
FAX: (813) 531-2619

MAILING ADDRESS:
POST OFFICE BOX 17245
CLEARWATER, FLORIDA 34622-0245

May 22, 1997

VIA FEDERAL EXPRESS DELIVERY

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Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301

RE: ARTICLES OF INCORPORATION - MAJOR LEAGUE INDOOR FOOTBALL, INC.

Dear Madam or Sir:

Enclosed please find two (2) fully executed originals of the Articles of Incorporation of Major League Indoor Football, Inc.

Please file these Articles of Incorporation of record, and furnish me an approval stamped copy of the filed Articles.

Also enclosed is this firm's check, in the amount of seventy dollars (\$70.00), for the applicable filing fees.

A call back is requested.

Please note an effective date of May 22, 1997.

Thank you for your usual cooperation and assistance.

If you should have any questions, please do not hesitate to give me a call.

Very truly yours,



L. JAMES DICKSON

Enclosures

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SECRETARY OF STATE
97 MAY 23 AM 11:12

RP
5-27-97

ARTICLES OF INCORPORATION
OF
MAJOR LEAGUE INDOOR FOOTBALL, INC.

EFFECTIVE DATE

5-22-97

Article 1

Name

The name of this corporation is:

MAJOR LEAGUE INDOOR FOOTBALL, INC.

Article 2

Effective Date and Duration

This corporation shall exist perpetually commencing May 22, 1997.

Article 3

Purposes

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

Article 4

Capital Stock

This corporation is authorized to issue ONE MILLION (1,000,000) shares of Common Stock, each having a par value of ONE CENT (1¢). The authorized capital of this corporation shall be divided into SEVEN HUNDRED FIFTY THOUSAND (750,000) shares of Class A, Voting Common Stock and TWO HUNDRED FIFTY THOUSAND (250,000) shares of Class B, Non-Voting Common Stock. Each class of the Common Stock shall have equal rights and privileges, except that, unless otherwise prescribed by law, the shares of the Class B, Non-Voting Common Stock shall not be entitled to vote on any corporate or shareholder matter.

Article 5

Registered Office and Registered Agent

The street address of the initial registered office of this corporation shall be 4707 140th Avenue North, Suite 309, Clearwater, Florida 33762. The name of the initial registered agent of this corporation at that address shall be L. JAMES DICKSON.

Article 6

Principal Office and Mailing Address

The principal office, and mailing address, of this corporation shall be:

2106 Drew Street, Suite 103
Clearwater, Florida 34625

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CLERK OF STATE
97 MAY 23 AM 11:12

Article 7
Initial Board of Directors

The number of directors comprising the full Board of Directors of the corporation shall initially be five (5). The number of directors comprising the full Board of Directors may be increased or decreased, from time to time, by action of the shareholders, but shall never be less than one (1) director. The names and addresses of the initial directors comprising the first Board of Directors of this corporation are as follows:

GARY DRESDEN, M.D.
2106 Drew Street, Suite 103
Clearwater, Florida 34625

SCOTT DRESDEN, M.D.
222 Mamaroneck Ave.
White Plains, NY 10605

TRUDY DRESDEN
2106 Drew Street, Suite 103
Clearwater, Florida 34625

BRYAN DRESDEN
2106 Drew Street, Suite 103
Clearwater, Florida 34625

DARA DRESDEN
2106 Drew Street, Suite 103
Clearwater, Florida 34625

Article 8
Incorporator

The name and address of the person signing these Articles of Incorporation as the incorporator are:

GARY DRESDEN, M.D.
2106 Drew Street, Suite 103
Clearwater, Florida 34625

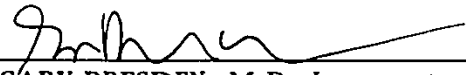
Article 9
Bylaws

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, and repeal the bylaws, and the power to adopt new bylaws, shall be vested in the Board of Directors, subject, however, to repeal or change by action of the shareholders. Unless otherwise provided in a bylaw adopted by action of the shareholders, the Board of Directors shall not have the power or authority to amend or repeal any bylaw adopted by the shareholders.

Article 10
Amendment

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this May 22, 1997.



GARY DRESDEN, M.D., Incorporator

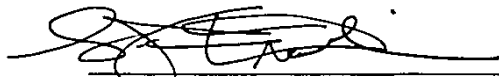
MAJOR LEAGUE INDOOR FOOTBALL, INC.

Registered Agent

Acceptance and Acknowledgment

I hereby accept appointment as registered agent. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, *FLORIDA STATUTES*.

Dated: May 22, 1997



L. JAMES DICKSON
Registered Agent

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