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GRAFTON N. CARLSON, P.A.

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May 21, 1997

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Attention: New Filings Section

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Southern Sports South, Inc.

Dear Sirs/Madams:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original, certify and return to us the certified copy.

We are enclosing our check in the amount of \$122.50 covering your fees for filing, certified copy and registered agent designation.

Very truly yours,

GRAFTON N. CARLSON

78a
enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 22 11:01:15

5/27/97

ARTICLES OF INCORPORATION
OF
SOUTHERN SPORTS SOUTH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
27 MAY 68 PM 3:15

The Undersigned, desiring to form a corporation for the purposes hereinafter stated under and pursuant to the laws of the State of Florida, does hereby declare as follows:

ARTICLE I. NAME

The name of the corporation is Southern Sports South, Inc.

ARTICLE II. NATURE OF BUSINESS

1. The nature of the business which may be transacted by the corporation shall include any activity or business permitted by the laws of the United States and the laws of the State of Florida, and the corporation shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida, and in any other state or territory in which the corporation shall conduct business.

ARTICLE III. CAPITAL STOCK

1. The amount of initial authorized capital stock of this corporation shall be 500 shares of common stock with the nominal or par value of \$1.00 per share, payable in whole or in part in lawful money of the United States of America, labor, services, property or other consideration determined to have a just valuation to be fixed by the directors.

2. Every holder of common stock of this corporation shall be entitled, as of right, to subscribe for and purchase, or receive new or additional stock of any class issued by the corporation, whether presently or hereafter authorized, or any bond, debenture, treasury stock of any class and all such additional shares of stock and securities to be subscribed shall be

issued to such stockholder in proportion to their then stock ownership in the corporation taking into consideration all other outstanding stock in the corporation.

ARTICLE IV. INITIAL CAPITAL

This corporation shall begin business with not less than Five Hundred Dollars (\$500.00) of paid in capital.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 4916 Buchanan Street, Hollywood, Florida 33021.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially. the number of directors may be increased from time to time by the bylaws adopted by stockholders, but shall never be less than one (1).

ARTICLE VIII. TRANSFERABILITY OF SHARES

This corporation, and any and all of the stockholders of this corporation, may from time to time enter into such agreements as they deem expedient relating to the shares of stock held by them and limiting the transferability thereof; and thereafter any transfer of such shares shall be made in accordance with the provisions of such agreement, provided that before the actual transfer of such shares on the books of the corporation written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of the corporation and a reference to such agreement shall be stamped, written or printed

upon the certificate representing such shares, and the By-laws of this corporation may likewise include provisions for the making of such agreement, as aforesaid.

**ARTICLE IX. TRANSACTION WITH
INTERESTED DIRECTORS AND OFFICERS**

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual firm, shall be in any way affected or invalidated by the fact that any of the Directors of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which time such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

ARTICLE X. REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI. INITIAL DIRECTORS

The name and post office address of each of the member of the first Board of Directors is:

Name	Address
Raymond Basha	4916 Buchanan St., Hollywood, FL 330221

ARTICLE XII. SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Raymond Basha	4916 Buchanan St., Hollywood, FL 33021

ARTICLE XIII. AMENDMENT

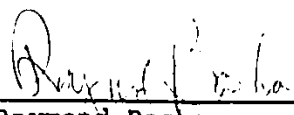
These Articles of Incorporation may be amended in the following manner:

Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XIV. REGISTERED AGENT

That the said Southern Sports South, Inc., desiring to organize under the laws of the State of Florida, hereby designates Grafton N. Carlson, P.A. as its Registered Agent, and 1290 East Oakland Park Blvd., Suite 200, Fort Lauderdale, Florida 33334 as its Registered Office, and agrees to maintain same at all times.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this Certificate, and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the Office of the Secretary of the State of Florida for the purposes therein set forth.



Raymond Basha

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared Raymond Basha, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation; and he acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named this 21 day of May, 1997.


NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, Grafton N. Carlson, P.A., having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

DATED this 21 day of May, 1997.

GRAFTON N. CARLSON, P.A.

by:

Grafton N. Carlson
President

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 21 1997