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UNITED STATES FOOTBALL LEAGUE II, INC.

A DELAWARE CORPORATION

MICHAEL C. MEISLER, Esq.

Chief Operating Officer

EDWARD J. O'HARE, Esq.

General Counsel

SCOTT A. SALOMON, Esq.

SUITE 200

**8010 NORTH UNIVERSITY DRIVE
FORT LAUDERDALE, FLORIDA 33321**

(954) 724-4690

FACSIMILE: (954) 722-9915

NEW YORK COUNSEL

NATHAN KITTNER

New York & New Jersey Bars

May 28, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/30/97--01112--018
****122.50 ****122.50

Re: Articles of Incorporation for
United States Football League II Properties, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for UNITED STATES FOOTBALL LEAGUE II PROPERTIES, INC. to be filed with the Secretary of State and a certified copy returned to this office.

Also enclosed is our check in the amount of \$122.50 for the filing fee.

In the event you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

Barbie Zide

BARBIE ZIDE
Office Administrator

BMZ/
Enclosures

W97-12922

FILED
97 MAY 30 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR 6/6/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1997

BARBIE ZIDE
8010 NORTH UNIVERSITY DRIVE
SUITE 200
FT. LAUDERDALE, FL 33321

SUBJECT: UNITED STATES FOOTBAL LEAGUE II PROPERTIES, INC.
Ref. Number: W97000012922

We have received your document for UNITED STATES FOOTBAL LEAGUE II PROPERTIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 597A00029829

UNITED STATES FOOTBALL LEAGUE II, INC.

A DELAWARE CORPORATION

MICHAEL C. MEISLER, Esq.

Chief Operating Officer

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(954) 724-4690

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NEW YORK COUNSEL

NATHAN KITTNER

New York & New Jersey Bars

June 6, 1997

**Agnes Lunt
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314**

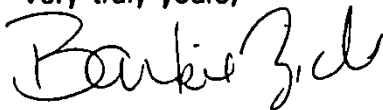
Re: Articles of Incorporation

Dear Ms. Lunt:

Pursuant to your letter dated June 23, 1997, please find enclosed the corrected Articles.

In the event you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



**BARBIE ZIDE
Office Administrator**

**/bmz
Enclosures**

ARTICLES, OF INCORPORATION

OF

UNITED STATES FOOTBALL LEAGUE II PROPERTIES, INC.

FILED
97 MAY 30 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is United State Football League II Properties, Inc. located at 8010 North University Drive, Suite 200, Fort Lauderdale, Florida 33321.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares". The corporation is authorized to issue 50,000,000 shares of \$0.001 par value preferred stock which shall be divided into two (2) classifications: Class A of 2.5 million shares and Class B of 47.5 million shares, all designated as "Preferred Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8010 North University Drive, Suite 200, Fort Lauderdale, Florida 33321, and the name of the initial registered agent of this corporation at that address is M. C. Meisler, Chartered.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Board of Directors of this corporation is:

Michael C. Meisler 8010 N. University Drive, #200
Fort Lauderdale, Florida 33321

Edward J. O'Hare 8010 N. University Drive, #200
Fort Lauderdale, Florida 33321

Scott A. Salomon 8010 N. University Drive, #200
Fort Lauderdale, Florida 33321

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is: Michael C. Meisler, 8010 N. University Drive, Suite 200, Fort Lauderdale, Florida 33321.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This 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 is subject to this reservation.

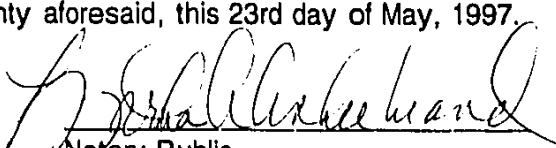
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of May, 1997.


MICHAEL C. MEISLER

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Michael C. Meisler, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 23rd day of May, 1997.


Notary Public
State of Florida at Large

My commission expires:

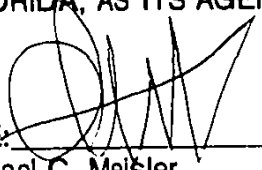


MARTHA A. ANKERBRAND
My Commission 00860000
Expires Mar. 19, 1998
Bonded by HAI
800-422-1858

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT UNITED STATES FOOTBALL LEAGUE II PROPERTIES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 8010 N. UNIVERSITY DRIVE, SUITE 200, FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED M. C. MEISLER, CHARTERED. LOCATED AT 8010 N. UNIVERSITY DRIVE, SUITE 200, FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

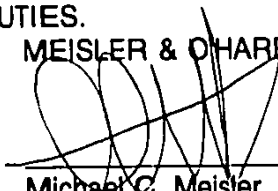
Michael C. Meisler

TITLE: Secretary

DATE: May 23, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

MEISLER & CHARE

BY: 

Michael C. Meisler, Esq.
(Resident Agent)

DATE: May 23, 1997

FILED
97 MAY 30 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA