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

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Re: EVENT SPONSORSHIP PRODUCERS, INC.

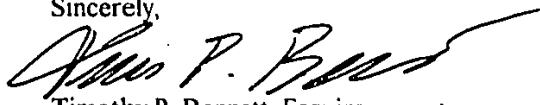
Dear Division Of Corporations:

Enclosed please find an original and one copy of the Articles Of Incorporation for the above-referenced corporation, and a check in the amount of \$122.50.

Please file the Articles Of Incorporation and return of Certified Copy of the approved Articles Of Incorporation to this office.

Please do not hesitate to contact me should you have any questions or require any additional information.

Sincerely,


Timothy P. Bennett, Esquire

TPB/wr
Enclosures

FILED
97 JUL 28 PM 9 31
TALLAHASSEE, FLORIDA

QN 7-31-97

Articles Of Incorporation Of Event Sponsorship Producers, Inc.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be EVENT SPONSORSHIP PRODUCERS, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department Of State, Division Of Corporations. The Corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any activities and all business permitted under the laws of Florida and the United States Of America, including, the acquisition, development and implementation of national and international sponsorships for a wide variety of events and entities.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue one class of shares, which shall be called Common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation shall be authorized to issue 1,000 Common Shares at a par value of \$1.00. Notwithstanding the number of authorized shares, the number of shares actually issued by the Corporation shall represent one-hundred percent ownership of the Corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new Common Shares, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be four (4). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Gary S. Daugherty
1471 East Lake Woodlands Parkway
Oldsmar, FL 34677

Peggy A. Daugherty
1471 East Lake Woodlands Parkway
Oldsmar, FL 34677

James A. Hayek
1813 Greenwood Drive
Oldsmar, FL 34677

Ann Marie Hayek
1813 Greenwood Drive
Oldsmar, FL 34677

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII. ADDRESS OF PRINCIPAL OFFICE

The address of this corporation's principal office and the address of this corporation's initial registered office shall be 1471 East Lake Woodlands Parkway, Oldsmar, FL 34677.

ARTICLE IX. REGISTERED OFFICE & AGENT

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Peggy A. Daugherty
1471 East Lake Woodlands Parkway
Oldsmar, FL 34677

ARTICLE IX. INCORPORATORS


The name and address of the individuals who shall serve as this corporation's incorporators are:

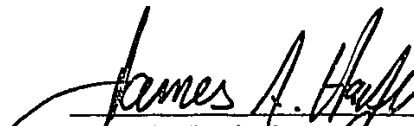
Gary S. Daugherty
1471 East Lake Woodlands Parkway
Oldsmar, FL 34677

James A. Hayek
1813 Greenwood Drive
Oldsmar, FL 34677

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Gary S. Daugherty - Incorporator

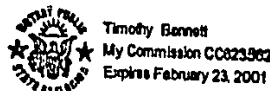

James A. Hayek - Incorporator

State Of Florida
County Of Pinellas

On Feb 22, 1997, Gary S. Daugherty and James Hayek, designated above as the individuals who are the incorporators of EVENT SPONSORSHIP PRODUCERS, INC., both of whom are personally known to me personally appeared before me at the time of notarization, and who executed the forgoing Articles Of Incorporation in my presence and further acknowledged signing these Articles Of Incorporation for the purposes therein expressed.


Notary Public

TIMOTHY P. BENNETT
(Notary Public - Printed Or Typed Name)



Commission Expiration Date & Commission Number: (SEAL)

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I hereby accept my designation as resident agent and agree to serve as the resident agent of
EVENT SPONSORSHIP PRODUCERS, INC.

I hereby state that I am familiar with and accept the duties and responsibilities as registered
agent for EVENT SPONSORSHIP PRODUCERS, INC.


Peggy A. Daugherty Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA