

Fight Night Promotions, Inc.

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Foreign Corp. File
L.C. File
Fictitious Name File
Name Reservation
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Annual Report / Reinstatement_
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Articles of Incorporation of

Fight Night Promotions, Inc.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE 1 NAME

The name of the corporation shall be Fight Night Promotions, Inc.

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ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV PRINCIPAL ADDRESS AND REGISTERED OFFICE AND ADDRESS

The principal address and the initial registered office of the corporation is 22831 Warrick Wood Court, Boca Raton, Florida 33433 and the name of the initial registered agent of the corporation at that office is Stephen J. Barbieri.

Barbieri & Screnci, P.A Attorneys at Lew 3200 N. Military Trail Suite 200 Bocs Raton, FL 33431 (551) 997-5700 Articles of Incorporation
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ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE VII PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VIII

BOARD OF DIRECTORS & DESIGNATION OF INITIAL DIRECTOR

The name and address of the initial director of the corporation is **Stephen J. Barbieri** of **22831** Warrick Wood Court, Boca Raton, Florida **33433**.

ARTICLE IX BY-LAWS

The initial By-Laws of the corporation shall be adopted by vote of the directors of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws.

Barbleri & Screnci, P.A Attorneys at Law 3200 N. Military Trail Suits 200 Bocs flaton, Ft. 33431 (501) 997-5700 Articles of Incorporation Fight Night Promotions, Inc. Page 3

ARTICLE X SUBSCRIBER

The name and street address of the subscribers to these Articles of Incorporation is Stephen J. Barbieri of 22831 Warrick Wood Court, Boca Raton, Florida 33433.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 18th day of August, 1997.

Stephen J. Barbieri

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Stephen J. Barbieri, Registered Agent

Stephn J Bala.

Barbieri & Screnci, P.A Attorneys at Law 2200 N. Militery Trail Bulte 200 Boce Raton, Ft. 33431 (561) 997-5700 Articles of Incorporation Fight Night Promotions, Inc. Page 4

STATE OF FLORIDA

) ss:

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Stephen J. Barbieri to me known to be the person described as the Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State named above on this 18th day of August, 1997.

Notary Public

TODD B. WEPRIN

MY COMMISSION # CC 683276

EXPIRES: October 14, 2000

Bonded Thru Notary Public Underwriters

Barblari & Screnci, P.A Attorneys at Law 3200 N. Military Trail Suite 200 Boca Raton, FL 33431 (561) 007-5700 97 AUG 25 AM IO: 50
SECRETARY OF STATE
ALLAHASSEE, FLORIDA