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August 20, 1997

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

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*****122.50 ****122.50

RE: Sonne Productions, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50. Please return a stamped copy to the undersigned.

FROM: Randall W. Henley, Esq.
324 Datura Street, Suite 300
West Palm Beach, FL 33401
561-820-8100

Very truly yours,

Randall W. Henley

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 AUG 25 AM 9:45

FILED

TM-8/26/97

**ARTICLES OF INCORPORATION
OF
SONNE PRODUCTIONS, INC.**


FILED
97 AUG 25 AM 9:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

1. The name of the Corporation shall be: Sonne Productions, Inc.
2. The address of the principal office of the Corporation is 324 Datura Street, Suite 300, West Palm Beach, FL 33401 and the mailing address of the Corporation is: 324 Datura Street, Suite 300, West Palm Beach, FL 33401.
3. The Corporation is authorized 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 is authorized to issue 1000 common shares.
4. The street address of the initial Registered Office of the Corporation is 324 Datura Street, Suite 300, West Palm Beach, FL 33401, and the name of its Registered Agent at that address is Randall W. Henley, Esq.
5. The name and address of the Incorporator is as follows: Randall W. Henley, Esq., 324 Datura Street, Suite 300, West Palm Beach, FL 33401.
6. The general purposes for which the Corporation is organized are: To promote

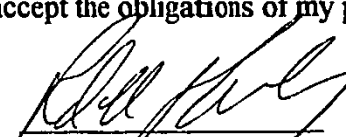
professional boxing and also to engage in and transact any lawful business for which corporations may be incorporated under the laws of the State of Florida.

7. The number of Directors constituting the initial Board of Directors is one and the initial director is Robert J. Walshak.


Randall W. Henley, Esq.
Incorporator

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Randall W. Henley, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA