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Tina Calta, Secretary/Treasurer
14968 N. Florida Ave.
Tampa, FL 33613

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL. 32301

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Gentlemen:

I am enclosing herewith the proposed Articles of Incorporation for CALTA'S RING SPORTS PROMOTIONS II, INC. An additional copy of these Articles have been provided for returning a certified copy to me. Our check in the amount of \$122.50 to cover the various fees is enclosed.

I would appreciate your returning the certified copy to me at your earliest convenience.

Sincerely,


Tina Calta

FILED
97 AUG 27 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan AUG 28 1997

FILED

ARTICLES OF INCORPORATION

97 AUG 27 AM 9: 19

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CALTA'S RING SPORTS PROMOTIONS II, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida and I do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of the corporation is CALTA'S RING SPORTS PROMOTIONS II, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be and is as follows:

1. To engage in an to own, operate, run, conduct and manage a business of a boxing and training gym and to perform such services as are incidental, proper or necessary to the operation of such business and all adjuncts thereto, and to carry on and conduct all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607 of the Florida Statutes.

2. For the purpose of carrying on the business aforesaid, to buy, lease, sell and convey property, both real and personal, as the same shall either be necessary or incidental to the conduct of said business.

3. To purchase, lease or exchange, hire or otherwise acquire, hold, own, possess, equip, use, improve, maintain, manage, develop, exploit, deal in, sell, convey, assign, lease, mortgage, pledge or otherwise encumber or dispose of any kind of real and

personal property of every kind and description, and property in the nature of either real or personal property, including all rights, estates, interests, franchises, licenses, and privileges in such property whether real, personal or mixed, improved or unimproved in the State of Florida or elsewhere.

4. To acquire all or any part of the goodwill, rights, property and business of any person, entity, partnership, association or corporation; to pay for the same in cash or in stocks, bonds, notes, mortgages or other obligations of the corporation; or otherwise to hold, utilize and, in any manner, dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities or any such person, entity, partnership, association or corporation and conduct, in any lawful manner, the whole or any part of the business so acquired.

5. To conduct any of the business of the corporation either as principal, agent or factor in any other manner of any other basis permitted by the Florida General Corporation Act.

6. The foregoing clauses shall each be construed as purposes, objects and powers and it is hereby expressly provided that the enumeration herein of specific purposes, objects and powers shall not be held to limit or restrict, in any manner, the general powers of the corporation and the matters expressed in each clause shall, except as expressly otherwise provided, be in no wise limited by reference to or inference from terms of any other clause, but shall be regarded independent purposes, objects and powers.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have issued and outstanding at any time is 1,000 shares of Common Stock at \$1 par value. Said stock may be issued by the corporation, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation at a valuation

which, in its judgment shall seem adequate, and the vote or consent of the stockholders shall not be necessary for such issue. When the consideration fixed by the Board of Directors for said stock has been fully paid and delivered, any and all shares so issued therefore, shall be fully paid stock and not subject to any further call or assessment thereon.

ARTICLE IV

The duration of this corporation is to be perpetual.

ARTICLE V

The street and mailing address of the initial principal office of this corporation is 4115 W. Kennedy Blvd., Tampa, Florida 33609, and the name of the initial Registered Agent of this corporation is Tina Calta, 14968 N. Florida Avenue, Tampa, Florida 33613.

The Board of Directors may from time to time, change the Registered Agent and office of the corporation.

ARTICLE VI

This corporation shall have at least one (1) director initially. The number of directors may be increased or diminished, from time to time, in accordance with the By-Laws of the corporation in the manner provided by law. Directors need not be stockholders.

ARTICLE VII

The names and addresses of the members of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the

corporation's existence or until their successors are elected and are qualified, are as follows:

| NAME | ADDRESS |
|-------------|---|
| Frank Calta | 14968 N. Florida Avenue Tampa, Florida 33613 |
| Treon Calta | 14968 N. Florida Avenue Tampa, Florida 33613 |
| Tina Calta | 14968 N. Florida Avenue Tampa, Florida 33613 |

ARTICLE VIII

The names and address of the Subscriber to these Articles of Incorporation is Tina Calta, 14968 N. Florida Avenue, Tampa, Florida 33613.

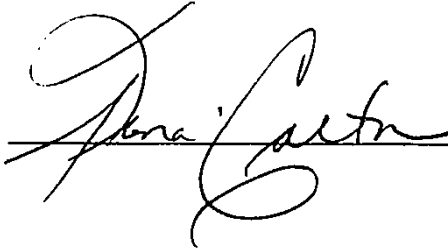
ARTICLE IX

The officers of this corporation shall include a President, a Secretary and a Treasurer and such officers, agents and factors who shall be chosen in such manner, shall hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 25th day of August, 1997 for the purpose of forming this corporation under the laws of the State of Florida and I hereby make and file, in the office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts therein are true.

 (SEAL)

STATE OF FLORIDA

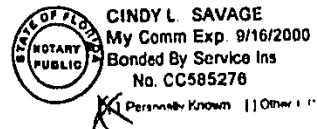
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Tina Catta, to me well known and known to me to be the individual subscribing in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes contained therein.

19 97 WITNESS my hand and official seal this 25th day of August,

Cindy L. Savage
NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 9/16/2000

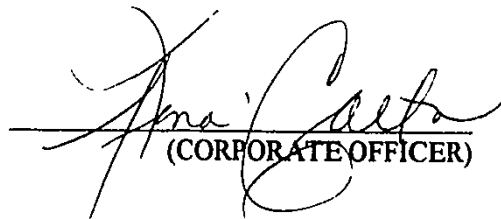


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

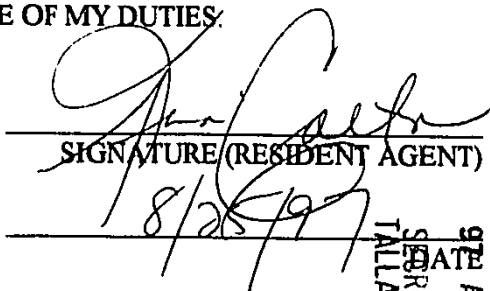
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST ---- CALTA'S RING SPORTS PROMOTIONS II, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF TAMPA,
STATE OF FLORIDA, HAS NAMED TINA CALTA, LOCATED AT 14968 N.
FLORIDA AVENUE, CITY OF TAMPA, STATE OF FLORIDA, AS IT'S AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


(CORPORATE OFFICER)

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 AND COMPLETE PERFORMANCE OF MY DUTIES.


SIGNATURE (RESIDENT AGENT)
8/25/97

97AUG 27 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED