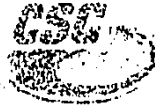


P970000 80618



THE UNITED STATES  
CORPORATION  
COMPANY



THE UNITED STATES  
CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 532608 4355164

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 17, 1997

ORDER TIME : 10:45 AM

ORDER NO. : 532608-005

CUSTOMER NO: 4355164

700002295877--4  
-09/17/97--01091--004  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Cathy Scott, Legal Assistant  
HONIGMAN, MILLER, SCHWARTZ &  
COHN  
222 Lakeview Avenue  
Suite #800  
West Palm Beach, FL 334016112

DOMESTIC FILING

NAME: COURTSIDE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED  
97 SEP 17 PM 1:51  
TALLAHASSEE, FLORIDA  
STATE

RECEIVED  
97 SEP 17 PM 12:21  
DIVISION OF CORPORATION

SN SEP 17 1997

EFFECTIVE DATE  
9/16/97

ARTICLES OF INCORPORATION  
OF

FILED

COURTSIDE, INC.

97 SEP 17 PM 1:51

ARTICLE I - NAME

SEC.  
TALLAHASSEE, FLORIDA

The name of this corporation is Courtside, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

Steven R. Parson, P.A.  
222 Lakeview Avenue, Suite 800  
West Palm Beach, FL 33401

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing September 16, 1997.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

#### ARTICLE VII - INDEMNIFICATION

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

#### ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

#### ARTICLE IX - INCORPORATOR

The name and address of the entity signing these Articles are:

HOMISCO Incorporation, Inc.  
222 Lakeview Avenue, Suite 800  
West Palm Beach, FL 33401

#### ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Henry M. Buhl	c/o The Buhl Foundation 114 Greene Street, 5th Floor New York, NY 10012

Raymond W. Merritt

c/o Willkie Farr & Gallagher  
1 Citicorp Center  
153 East 53rd Street  
New York, NY 10153

Kenneth Klein

242 East 72nd Street  
New York, NY 10021

Marie-France Buhl

c/o The Buhl Foundation  
114 Greene Street, 5th Floor  
New York, NY 10012

George Wethi

c/o The Buhl Foundation  
114 Greene Street, 5th Floor  
New York, NY 10012

#### ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of September, 1997.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, v.p.  
Steven R. Parson, Vice President

#### ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE

ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT  
IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS  
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF  
ITS DUTIES.

Dated this 17 day of September, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Name: Karen B. Rozar, As Its Agent  
Title: \_\_\_\_\_

WPB/105142.1/10243-58820

FILED  
97 SEP 17 PM 1:52  
TALLAHASSEE, FLORIDA