

P97000084499
Phyllis Marzullo
4111 Stirling Road, Suite 207
Fort Lauderdale, Florida 33314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 29 PM 1:37

September 25, 1997

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

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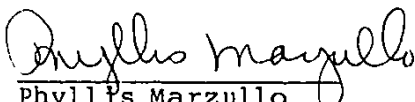
Re: Filing of the Articles of Incorporation of Sports Capital
Group, Inc.

Dear Sir/Madam:

Enclosed herewith is one (1) original and one (1) copy of the
Articles of Incorporation of Sports Capital group, Inc, and a
check for \$122.50 for the filing and certified copy.

Your assistance in this matter is appreciated.

Sincerely,


Phyllis Marzullo
Incorporator

Enclosures: Check is payable to the "Department of State".

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D. BROWN SEP 30 1997

ARTICLES OF INCORPORATION
OF
SPORTS CAPITAL GROUP, INC.

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The undersigned Incorporator, for the purpose of forming a corporation under Chapter 607 of the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is SPORTS CAPITAL GROUP, INC. (hereinafter, "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The address of the principal office of this Corporation is 4111 Stirling Road, Suite 207, Fort Lauderdale, Florida 33314, and the mailing address is the same.

ARTICLE III

SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of no par value common stock.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

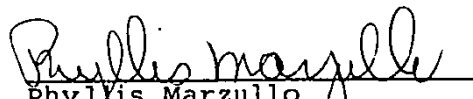
The name and address of the initial Registered Agent is Phyllis Marzullo who resides at 4111 Stirling Road, Suite 207, Fort Lauderdale, Florida 33314.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Phyllis Marzullo who resides at 4111 Stirling Road, Suite 207, Fort Lauderdale, Florida 33314.

The undersigned Incorporator has executed the Articles of Incorporation of Sports Capital Group, Inc. on this 25th day of September, 1997.


Phyllis Marzullo
Incorporator

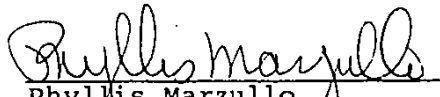
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is SPORTS CAPITAL GROUP, INC.
2. The name and address of the Registered Agent of the Corporation is Phyllis Marzullo who resides at 4111 Stirling Road, Suite 207, Fort Lauderdale, Florida 33314.

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I 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.


Phyllis Marzullo
Registered Agent