

P970000 89864

MICHAEL J. ALVAREZ
MGA SPORTS ENTERPRISES
2500 N.W. 79TH AVENUE
MIAMI, FLORIDA 33122

TEL: (305) 715-0000 Ext. 3463

FILED
OCT 20 AM 11:45
TALLAHASSEE, FLORIDA

October 6, 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE

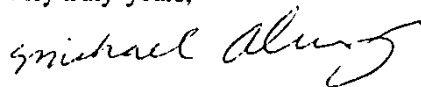
6
600002323706--2
-10/20/97--01022--001
***122.50 ***122.50

RE: Filing of Articles of Incorporation for
MGA Sports Enterprises, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of MGA Sports Enterprises, Inc., along with a draft in the sum of \$122.50, made payable to the Secretary of State to cover filing fees. Please process same and forward a certified copy to me at your earliest convenience.

Very truly yours,



MICHAEL J. ALVAREZ
Director/Incorporator

MJA/bd

Enclosures

2 Enclosures

C:\DATA\CORPS\OPEN.COR\MGASEL.ET

**ARTICLES OF INCORPORATION
OF
MGA Sports Enterprises, Inc.**

FILED
97 OCT 20 AM 11:45
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is MGA Sports Enterprises, Inc.

ARTICLE II

This corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE III

This corporation is organized for the following general purpose: to transact any lawful business for which corporations may be organized under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. To do such other things as are incidental, necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of common stock, One Dollar (\$1.00) par value.

ARTICLE V

The street address of the business office of this corporation is:

**2500 N.W. 79th Avenue
Miami, Florida 33122**

The name of the initial registered agent of this corporation is:

Michael J. Alvarez

and the initial registered office address is:

**2500 N.W. 79th Avenue
Miami, Florida 33122**


Michael J. Alvarez/Registered Agent

ARTICLE VI

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation shall be:

**Michael J. Alvarez
2500 N.W. 79th Ave.
Miami, FL 33122**

**Gus Dominguez
19820 Stagg Street
Canoga Park, CA 91306**

**Angel Santos
22806 Rio Chico Drive
Valencia, CA 91355**

ARTICLE VII

The name and address of the person signing the Articles of Incorporation is:

Michael J. Alvarez
2500 N.W. 79th Ave.
Miami, FL 33122

ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

This corporation shall have all corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X


The corporation shall indemnify and hold any and all officers and directors harmless to the full extent permitted by law.

ARTICLE XI

This corporation reserves the right to amend or repeal any or all provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders as subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this

4th day of September, 1997.


MICHAEL J. ALVAREZ
Incorporator

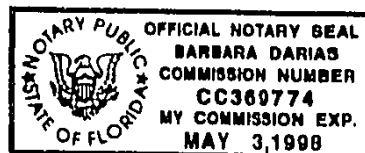
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Michael J. Alvarez, who is personally known to me and to me well known to be the person who executed the foregoing Certificate of Incorporation of MGA Sports Enterprises, Inc. and he has acknowledged before me that he executed the same for the uses and purposes therein expressed.

SWORN TO and SUBSCRIBED before me on this 4th day of September, 1997.


BARBARA DARIAS
NOTARY PUBLIC AT LARGE
State of Florida

My Commission Expires:



**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 607.325, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST THAT MGA Sports Enterprises, Inc.
(Name of Business Organization)


WITH ITS PLACE OF BUSINESS AT: 2500 N.W. 79th Avenue
Miami, FL 33122

HAS NAMED : Michael J. Alvarez

LOCATED AT: 2500 N.W. 79th Avenue
Miami, FL 33122

FILED
97 OCT 20 AM 11:45
TALLAHASSEE, FLORIDA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Michael J. Alvarez/Incorporator

Date: 9/4/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED ALIEN BUSINESS ORGANIZATION, 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, AND I ACCEPT
THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Michael J. Alvarez/Registered Agent

Date: 9/4/97