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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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EFFECTIVE DATE
11-6-97

BROWARD (954) 524-6600
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November 6, 1997

VIA UPS OVERNIGHT

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**Re: Smarty Pants, Inc.
Filing of Florida Corporation
Our File No. 97-380**

200002341982--1
-11/07/97--01103--007
****122.50 ****122.50

To whom it may concern:

Enclosed herewith you will find the Articles of Incorporation with respect to the above referenced Company.

You will also find enclosed our firm's check in the amount of \$122.50 representing filing fees and the fee for a certified copy. Please return same to the address located hereon.

If you have any questions, please do not hesitate to call.

Very truly yours,

BENSON, MOYLE & CHAMBERS

Bernard J. Moyle/tn

Bernard T. Moyle,
For the Firm

/tn

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 11/10/97

EFFECTIVE DATE

11-6-97

ARTICLES OF INCORPORATION
OF
SMARTY PANTS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Smarty Pants, Inc.

ARTICLE II

The existence of the corporation shall begin on November 6, 1997.

ARTICLE III

The street address of the principal office of the Corporation is One Financial Plaza, Suite 1600, Ft. Lauderdale, FL 33394.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is One Financial Plaza, Suite 1600, Fort Lauderdale, FL 33394. The initial registered agent for the Corporation at that address is Bernard T. Moyle, Esq.

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and addresses of the

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TALLAHASSEE, FLORIDA

persons who will serve on the initial board of directors are:

Name:

Mindy Arthur
Susan Bagan

Address:

One Financial Plaza, Suite 1600, Ft. Lauderdale, FL 33394
One Financial Plaza, Suite 1600, Ft. Lauderdale, FL 33394

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name:

Bernard T. Moyle, Esq.


Address:

One Financial Plaza, Suite 1600, Ft. Lauderdale, FL 33394

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

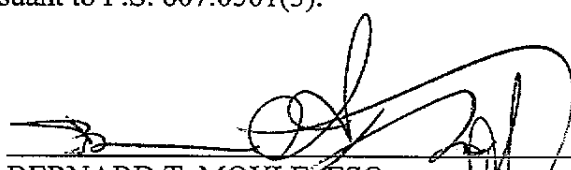
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 6th day of November, 1997.



BERNARD T. MOYLE, ESQ.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Sports Entertainment Management & Marketing, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



BERNARD T. MOYLE, ESQ.

Date:

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TALLAHASSEE, FLORIDA