



THE UNITED STATES
CORPORATION
COMPANY

P97000100675

ACCOUNT NO. : 072100000032

REFERENCE : 614785 4728359

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 26, 1997

ORDER TIME : 10:30 AM

ORDER NO. : 614785-005

CUSTOMER NO: 4728359

CUSTOMER: Barbara Rowe, Legal Assistant
BUSH ROSS GARDNER WARREN &
RUDY
220 South Franklin Street

Tampa, FL 33602

600002357786--3
11/26/97--01063--005
****122.50--****122.50

DOMESTIC FILING

NAME: MILLENNIUM FOOTBALL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 26 PM 1:55

RECEIVED
97 NOV 26 AM 11:27
DIVISION OF CORPORATION

11-26-97
505

ARTICLES OF INCORPORATION
OF
MILLENNIUM FOOTBALL, INC.

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is MILLENNIUM FOOTBALL, INC. and its principal office and mailing address is 41 West Church Street, Suite 200, Orlando, FL 32801.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on November 25, 1997.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 26 PM 1:55

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 100,000 shares of common stock, each with a par value of \$.01. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is Richard B. Hadlow.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Barbara A. Rowe

Address

220 South Franklin Street
Tampa, Florida 33602

ARTICLE VII

By-Laws

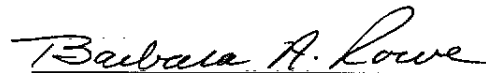
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 25th day of November 1997.

 (SEAL)
Barbara A. Rowe

139087.01

CERTIFICATE DESIGNATING
REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, MILLENNIUM FOOTBALL, INC., desiring to organize under the laws of the State of Florida, hereby designates Richard B. Hadlow, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

MILLENNIUM FOOTBALL, INC.

By Barbara A. Rowe
Barbara A. Rowe, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

Richard B. Hadlow
Richard B. Hadlow

139087.01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 26 PM 1:56