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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

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FAX #: (305)541-3770

NAME: UNIVERSAL SPORTS MANAGEMENT AND HOLDINGS GRO
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ARTICLES OF INCORPORATION

OF

UNIVERSAL SPORTS MANAGEMENT AND HOLDINGS GROUP, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is:

UNIVERSAL SPORTS MANAGEMENT AND HOLDINGS GROUP, INC.

ARTICLE II
NAME OF BUSINESS

The general nature of the business to be transacted by this corporation is:

1. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

2. FURTHER, and not by ways of limitation of the preceding paragraph:

2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in with goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery companies, building and loan association, fraternal benefit society, state fair or exposition.

SHELDON L. GOTTlieb, ESQ.
10700 N. KENDALL DR. #203 . 1.
MIAMI, FL 33176
(305) 273.8731 (FBN0.371947)

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3. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell or convey, lease or otherwise dispose of, real and personal property, including franchise, patents, copyrights, trademarks, and license, in the State of Florida, and in all other states or countries.

4. To contract debts and borrow money, issue and sell, or pledge bonds, debentures, and notes, and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments, to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same, or other character of business.

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire, or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness, created by any other corporation of the State of Florida, or any other state of government, and while owner of such stock, to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock, having a nominal par value of One Dollar (\$1.00) per share.

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ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

170 N. Homestead Blvd.
Homestead, FL 33033

The Board of Directors, may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

ARTICLE VII
DIRECTORS

This corporation shall be exercised by a board of one (1) or more directors initially. The number of directors may be increased or diminished, from time to time, by By Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII
INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Ronald Trussell	170 N. Homestead Blvd. Homestead, FL 33033

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Zita Trussell

170 N. Homestead Blvd.
Homestead, FL 33033


ARTICLE IX
SUBSCRIBERS

The names and addresses of each subscriber of these Articles of Incorporation, the number of shares each agrees to take and the value of consideration are:

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Ronald Trussell, President 170 N. Homestead Blvd. Homestead, FL 33033		
Zita Trussell Vice President/Secretary/Treasurer 170 N. Homestead Blvd. Homestead, FL 33033		

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be adopted by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote therein unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

SUBSCRIBERS:

+ 
RONALD TRUSSSELL

STATE OF FLORIDA)
COUNTY OF DADE)

I CERTIFY that on this day, before me, an officer duly authorized in the State and County named above to take

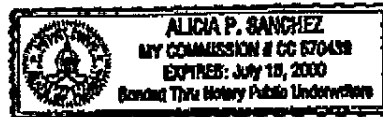
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acknowledgments, personally appeared RONALD TRUSSELL to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed the same.

WITNESS my hand and seal, in the County of Dade, State of Florida, on this 10 day of December, 1997.


NOTARY PUBLIC
My commission expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that UNIVERSAL SPORTS MANAGEMENT AND HOLDINGS GROUP, INC. A desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Homestead, County of Dade, State of Florida, has named RONALD TRUSSELL at 170 N. Homestead Blvd., Homestead, Dade County, Florida, 33033, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, with the provisions of said Act to keeping open said office.


RONALD TRUSSELL, (Registered Agent)

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