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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 684639 7143995

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 30 AM 9:32

ORDER DATE : January 27, 1998

ORDER TIME : 10:31 AM

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ORDER NO. : 684639-005

CUSTOMER NO: 7143995

CUSTOMER: Mr. Mayrice A. Thornton  
MR. MAYRICE A. THORNTON

6025 Scothwoodglen  
#101  
Orlando, FL 32822

DOMESTIC FILING

NAME: PRO-WRESTLING SPOT-LITE, 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: Deborah Schroder

EXAMINER'S INITIALS:

*g 2/2/98*

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DIVISION OF CORPORATION

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DIVISION OF CORPORATIONS  
98 JAN 30 AM 9:32

ARTICLES OF INCORPORATION  
OF  
PRO-WRESTLING SPOT-LITE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PRO-WRESTLING SPOT-LITE, INC.

The address of the principal office of this corporation shall be 6025 Scothwoodglen, #101, Orlando, Florida 32822, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$2,500.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Mayrice A. Thornton Dir.	6025 Scothwoodglen, #101 Orlando, Florida 32822
Anthony Velasquez Dir.	5148 Conroy Road, #1215 Orlando, Florida 32811

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

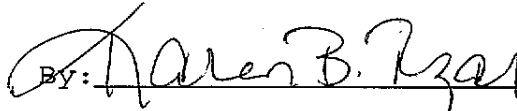
Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on January 30, 1998.

  
\_\_\_\_\_  
Incorporator  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
\_\_\_\_\_  
Authorized Service Representative  
Corporation Service Company

MPD/DEBORAH SCHRODER