



7223 So. Route 83, Suite 221
Willowbrook, Illinois 60521
www.parcorpsvcs.com

email parcorp@parcorpsvcs.com
Phone 708-233-9413 or 800-603-2533
Fax 708-233-9415

P 980000 19984

February 23, 1998

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*****70.00 *****70.00

Florida Department of State
Division of Corporations
Attn: New Filings
409 East Gaines Street
Tallahassee, FL 32399

Re: Filing of Articles of Incorporation - AMERICAN SPORTS GALLERY OF STARS, INC.

Dear Sir/Madam:

Enclosed for filing is the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 to cover the filing fees. We have enclosed an extra copy for a stamped acknowledgment of receipt.

Please file these in your office as soon as possible and return the filed copies to me in the enclosed self-addressed stamped envelope.

If you have any questions, please call.

Sincerely,

David L. Surina

DLS/ds
Enclosures

FILED
98 MAR -2 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY MAR 3 1998

**STATE OF FLORIDA
ARTICLES OF INCORPORATION OF
AMERICAN SPORTS GALLERY OF STARS, INC.**

FILED
98 MAR -2 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:
"American Sports Gallery of Stars, Inc."

SECOND: The street address of the initial principal office of the corporation shall be 1320 S. Dixie Hwy, Ste. 1045, Coral Gables, Florida 33146, and the mailing address of the corporation shall be the same.

THIRD: The 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.

FOURTH: The number of shares the corporation is authorized to issue is 1,000 shares of common stock having No Par Value per share.

FIFTH: The street address of the initial registered office of the corporation is 1320 S. Dixie Hwy, Ste. 1045, Coral Gables, Florida 33146, and the name of its initial registered agent at such address is: Mark Radosevich.

SIXTH: This corporation is to exist perpetually.

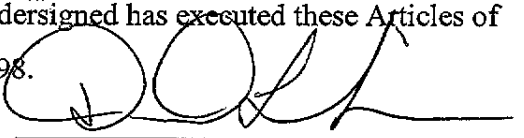
SEVENTH: The number of Directors constituting the initial Board of Directors of the Corporation is Three, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors are elected and qualify are:

Mark Radosevich	1320 S. Dixie Hwy, Ste. 1045, Coral Gables, Florida 33146
Rod Carlson	1320 S. Dixie Hwy, Ste. 1045, Coral Gables, Florida 33146
Steve O'Farrell	1320 S. Dixie Hwy, Ste. 1045, Coral Gables, Florida 33146

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

David L. Surina: 7223 So. Route 83, Ste. 221, Willowbrook, IL 60521

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of February, 1998.




David L. Surina, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AMERICAN SPORTS GALLERY OF STARS, INC.

Acceptance by the Registered Agent as required in section 607.0501 (3) F.S.:
Mark Radosevich, is familiar with and accepts the obligations provided for in
Section 607.0505.

Dated: 2/23, 1998

BY 
Mark Radosevich

FILED
98 MAR -2 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA