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February 24, 1998

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****245.00 ****122.50

UPS OVERNIGHT
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Sparq Sports, Inc.
Gridiron Sports Management, Inc.

Dear Sir/Madam:

Enclosed please find two original Articles of Incorporation for each of the above named corporation and our check no. 2626 in the amount of \$245.00 (\$122.50 for each corporation) for filing fees. Please return certified originals to our office.

Very truly yours,

RICHARD P. ZARETSKY, P.A.

Richard P. Zaretsky

RPZ/ldd
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VB
3-03-98

ARTICLES OF INCORPORATION OF
SPARQ SPORTS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is SPARQ SPORTS, INC.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are:

1. To own and manage sports entertainment properties.
2. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State. To transact any other lawful business for which the corporation may be incorporated under the Florida General Corporation Act or engage in any other trade or business which may be in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR

1. The aggregate number of shares which the Corporation is

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TALLAHASSEE, FLORIDA

authorized to issue is ten thousand (10,000). Such shares shall be of a single class, and shall have a par value of one dollar.

2. No preferences, limitations or relative rights, other than those provided by law, shall exist in respect of any of the shares of the Corporation or any of the holders thereof.

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 1655 Palm Beach Lakes Blvd., Suite 900, West Palm Beach, Florida 33401. The name of its initial registered agent at such address is Richard P. Zaretsky.

ARTICLE SIX

The street address of the corporation's principal office is: 1655 Palm Beach lakes Blvd., #900, West Palm Beach, Florida 33401

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the Corporation is no less than one and no more than three directors. The names and addresses of each person who is to serve as a member of the initial Board of Directors is:

Michael Gelfand, c/o RICHARD P. ZARETSKY, ESQ., 1655 Palm Beach Lakes Blvd.#900, West Palm Beach, Florida 33401

ARTICLE EIGHT

The name and address of each incorporator is:
Richard P. Zaretsky
1655 Palm Beach Lakes Blvd., #900
West Palm Beach, FL 33401

EXECUTED by the undersigned at West Palm Beach, Florida this

27 day of February, 1998.




RICHARD P. ZARETSKY, Incorporator

State of Florida)
County of Palm Beach)

BEFORE ME, the undersigned authority, personally appeared Richard P. Zaretsky, who after being first duly sworn, acknowledged that he executed the foregoing SPARQ SPORTS, INC., a Florida corporation, for the purposes herein expressed.

Witness my hand and official seal at the State and County aforesaid, this 27th day of February, 1998.



NOTARY PUBLIC, State of Florida at Large
My commission expires:

Lisa D. Dunn



ACCEPTANCE OF DESIGNATION

I, Richard Zaretsky, hereby accept the designation of registered agent for SPARQ SPORTS, INC.



Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA