

GREENBERG
ATTORNEYS AT LAW
TRAURIG

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS

98 APR -2 AM 9:30

P98000031267

March 31, 1998

Via Federal Express

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

100002476911--8
-04/02/98-01066-016
****122.50 ****122.50

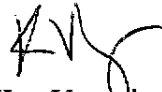
Re: Filing of Articles of Incorporation - Bluegrass Athletics, Inc.

To the Florida Department of State:

Enclosed please find one manually executed and one photo copy of the articles of incorporation for the above reference entity. Also, enclosed please find a check in the amount of \$122.50 to cover the cost of filing fees, registered agent and certified copy. Please file immediately with the State and return the certified copy via regular mail.

Thank you for your assistance with this matter. Please contact me if you have any questions at (407) 418-2379.

Very truly yours,



Ken Veneziano

Encls.

ORLANDO/TURTONM/38839/tyv011.DOC/3/31/98

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
P.O. Box 4923 ORLANDO, FLORIDA 32802-4923
407-420-1000 FAX 407-420-5909
111 NORTH ORANGE AVENUE 20TH FLOOR ORLANDO, FLORIDA 32801
MIAMI NEW YORK WASHINGTON, D.C. PHILADELPHIA SAO PAULO
FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE

RP
04-06-98

**ARTICLES OF INCORPORATION
OF
BLUEGRASS ATHLETICS, INC.**

FILED
SECRETARY OF STATE
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ARTICLE I - NAME

The name of this corporation is **BLUEGRASS ATHLETICS, INC.**

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 111 North Orange Avenue, 20th Floor, Orlando, Florida 32801. The initial mailing address of the corporation is 111 North Orange Avenue, 20th Floor, Orlando, Florida 32801.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 111 North Orange Avenue, 20th Floor, Orlando, Florida 32801, and the initial registered agent of the corporation at that address is Ken Veneziano.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Ken Veneziano	111 North Orange Avenue, 20 th Floor Orlando, Florida 32801

ARTICLE VI - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument
this 30th day of March, 1998.

By:  _____
Ken Veneziano
Incorporator

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

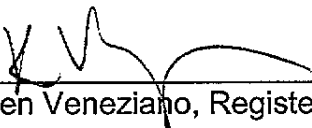
Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **Bluegrass Athletics, Inc.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 111 North Orange Avenue, 20th Floor, Orlando, Florida 32801, has named as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: March 30, 1998



Ken Veneziano, Registered Agent

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