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4/13/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FLORIDA INCORPORATORS, INC.

ACCT#: 075350000473

CONTACT: MARK HANKINS

PHONE: (305) 350-5221

FAX #: (305) 350-9148

NAME: FLORIDA PRO WRESTLING, INC.

AUDIT NUMBER.....H98000007004

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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** ENTER 'M' FOR MENU. **

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TALLAHASSEE FLORIDA

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Articles Of Incorporation

OF

Florida Pro Wrestling, Inc.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation Florida Pro Wrestling, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900
MIAMI, FL 33131
(305) 350-5221

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

George L. Barcelo
6425 W. 24th Ave. #34
Hialeah, FL 33016

SEVENTH: The name and address of the incorporator is:

George L. Barcelo
6425 W. 24th Ave. #34
Hialeah, FL 33016

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

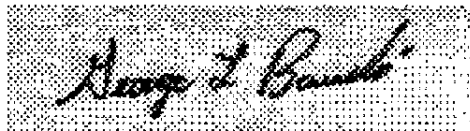
H98000007004

George L. Barcelo
6425 W. 24th Ave. #34
Hialeah, FL 33016

NINTH: The mailing address and principal office of
the corporation is:

Florida Pro Wrestling, Inc.
6425 W. 24th Ave. #34
Hialeah, FL 33016

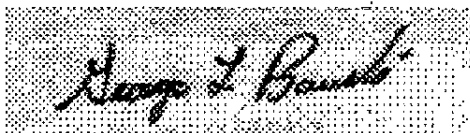
DATED: April 13, 1998



George L. Barcelo
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and
responsibilities as registered agent of the corporation.



George L. Barcelo

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TALLAHASSEE FLORIDA