

P 98000049955
Paul M. Galant

Suite 226
21218 St. Andrews Boulevard
Boca Raton, Florida 33486
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 1, 1998

To: Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


re: ProBall Baseball League Inc.

Gentlemen,

Please file the enclosed Articles of Incorporation of the captioned corporation.

My check in the sum of \$122.50 is enclosed together with a duly executed duplicate original for certification.

Please call me at 561 289-5175 if there is any question.


Paul M. Galant

Via Express Mail

P. Hall
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**ARTICLES OF INCORPORATION
OF
ProBall Baseball League Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. The name of this Corporation is: **ProBall Baseball League Inc.**

Article 2. This Corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Florida Secretary of State.

Article 3. This Corporation may engage in any lawful business activity permitted under the General Corporation Act of the State of Florida.

Article 4. This Corporation is authorized to issue **ONE HUNDRED SIX MILLION (106,000,000)** shares of Capital Stock as follows:

4.1 FIVE MILLION (5,000,000) shares of which shall be designated as "Preferred Stock", having the par value of One Mill (\$0.001) per share. The board of directors may, from time to time issue part or all of said Preferred Shares on terms and conditions as the board may determine without further action required by the shareholders; and such shares may be convertible into shares of Class 'A' Common Stock, have cumulative dividends, be redeemable by the corporation, or such other terms and conditions as may be determined by the board of directors at the time of issuance.

4.2 ONE HUNDRED MILLION (100,000,000) shares of which shall be designated as "Class 'A' Common Stock", having the par value of One Mill (\$0.001) per share. Each such share shall have one vote in every vote required to be submitted to Shareholders and shall participate in dividends declared by the Board of Directors on the Class 'A' shares on a ratable basis among the holders thereof.

4.3 ONE MILLION (1,000,000) shares of which shall be designated as "Class 'B' Common Stock", having the par value of Twelve Dollars and Fifty Cents (\$12.50) per share. Each such share shall have one vote in every vote required to be submitted to Shareholders and shall participate in dividends declared by the Board of Directors on the Class 'B' shares on a ratable basis among the holders thereof. The Class 'B' shares are reserved solely for issuance in connection with the Operating Team License Agreement and shall only be sold or transferred as part of an approved sale, transfer or cancellation of the Operating Team License. The Class 'B' shares shall not be registered or otherwise sold or transferred in a public trading market.

Upon a liquidation, dissolution or winding up of the corporation, the holders of Common Stock are entitled to receive ratably the net assets available after the payment of all debts and other liabilities, and subject further only to the prior rights of any outstanding shares of Preferred Stock. The holders of Common Stock have no preemptive, subscription, redemption or conversion rights.

Article 5. *The name and address of the initial Registered Agent is:*
Paul M. Galant, 470 N.E. 25th Terrace, Boca Raton, Florida 33431.

Article 6. *The address of the Corporation is:*
470 N.E. 25th Terrace, Boca Raton, Florida 33431.

Article 7. This Corporation shall initially have no less than One Director and no more than Nine Directors. The number of Directors may be increased or diminished, from time to time, by the action of the board of directors or by the majority vote of the stockholders.

Article 8. The By-Laws of this Corporation may be adopted, altered, amended or repealed by the affirmative vote of a majority of the board of directors or the Stockholders.

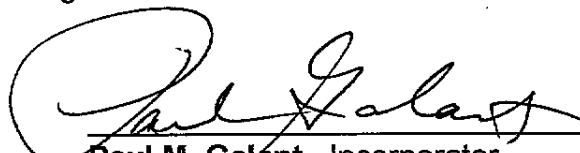
Article 9. This Corporation may indemnify any Officer or Director, or any former Officer or Director, the full extent permitted by law.

Article 10. In the event that the securities of this Corporation shall become publicly traded, the Corporation shall not be subject to the 'Affiliated Transactions' provisions of Section 607.0901 Florida Statutes.

Article 11. The name and address of the person signing these Articles as Incorporator is:
Paul M. Galant, 470 N.E. 25th Terrace, Boca Raton, Florida 33431.

Article 12. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in full accord with the provisions of the General Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of June, 1998.

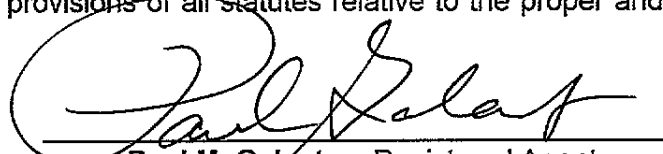

Paul M. Galant, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article V. of these Articles of Incorporation, the Undersigned hereby agrees to act in this capacity; and further, agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated the 1st day of June, 1998.

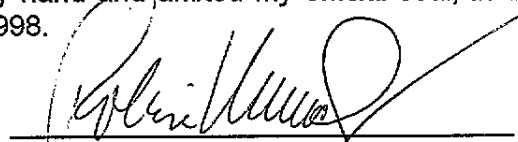

Paul M. Galant, Registered Agent

State of Florida, County of Palm Beach] ss:

Before me, a Notary Public authorized in the State and County set forth above, personally appeared
Paul M. Galant

known to me and to me known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of **ProBall Baseball League Inc.**; and he acknowledged before me that he duly executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida and County of Palm Beach, this 1st day of June, 1998.


Notary Public, State of Florida

ROBIN WOODBURY
COMMISSION # CC 537568
EXPIRES MAR 29, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.