

P98000050985

SPORTS MEDIA GROUP, Inc.
84 Peachtree St. N/W, Suite 800
Atlanta, GA 30303
(404) 586-0022 Fax (404) 586-9111

FILED
98 JUN -4 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 27, 1997

Dept. of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL

000002547120--2
-06/04/98--01018--013
****122.50 ****122.50

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent, for filing, along with a check in the amount of \$122.50.

Sincerely

Allen F. Legel

Allen F. Legel

Allen Legel GAVE
AUTHORIZATION BY PHONE TO
CORRECT art I
DATE 6/8/98
DOC. EXAM BR

F. CHESSEY JUN 8 1998

ARTICLES OF INCORPORATION

OF

SPORTS MEDIA GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I Name

The Name of the corporation shall be :

SPORTS MEDIA GROUP, INC.

ARTICLE II Nature of Business

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state county territory or nation.

ARTICLE III Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred and Eighty Thousand shares of common stock having a par value of \$.001 cent per share.

ARTICLE IV Address

The street address of the principal office of the corporation shall be 84 Peachtree Street NW, Suite 800, Atlanta, GA 30303. The street address of the initial registered office of the corporation shall be 4025 SW 15th Street,

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Apt. E-205, Pompano Beach, FL 33069, and the name of the initial Registered Agent for the corporation at that address is:

DAVID R. MACKENZIE, Trustee

ARTICLE V Special Provisions

The Stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulation issued thereunder. Such actions as may be necessary, shall be deemed to have been taken by the appropriate officer to accomplish this compliance.

ARTICLE VI Term of Existence

This corporation shall exist perpetually.

ARTICLE VII Limitation of Liability

Each director, stockholder, and officer, in consideration of his service, shall in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expense incurred by him in connection with the defense of, or for the advise concerning any claim asserted or proceedings brought against him for any reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder, or officer may be entitled as a matter of law.

ARTICLE VIII Self Dealing

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are director or officers of any other

corporation, and any director or officer, individually, or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or persons firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX Directors

The corporation shall have a minimum of one director.
The initial Board of Directors shall consist of:

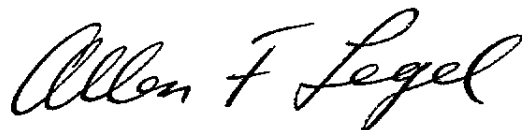
KRISTIAN F. KREMPEL, ALLEN F. LEGEL & DENNIS A. HENRY

ARTICLE X Incorporator

The name and address of the incorporator is:

Allen F. Legel
84 Peachtree Street NW, Suite 800
Atlanta, GA 30303

Incorporator:

A handwritten signature in cursive script that reads "Allen F. Legel". The signature is written in black ink and is positioned below the printed name and address of the incorporator.

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/AGENT, IN THE STATE OF FLORIDA

The name of the corporation is: SPORTS MEDIA GROUP, INC.

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

David R. Mackenzie
4025 SW 15th Street, Suit E-205
Pompano Beach, FL 33069
Tel (954) 968-2256

Having been named as registered agent and to accept service of process for
the above stated corporation at the place designated in this certificate, I
hereby accept the appointment as registered agent and agree to act in this
capacity. I further agree to comply with the provisions of all statutes relating
to the proper and complete performance of my duties, and I am familiar with
and accept the obligations of my position as registered agent.

David R. Mackenzie

David R. Mackenzie

Date *June 1, 1998*

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