



P980000068803

ACCOUNT NO. : 072100000032

REFERENCE : 918203 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizante

ORDER DATE : August 6, 1998

ORDER TIME : 9:30 AM

ORDER NO. : 918203-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie Johnson
GREENBERG TRAUIG

1221 Brickell Avenue
20th Floor
Miami, FL 33131

000002609610--7

DOMESTIC FILING

NAME: MAGICSPORTS-GRAND SLAM
MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

Dmc
8/6/98

FILED
98 AUG -6 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 AUG -6 PM 1:15
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
MAGICSPORTS - GRAND SLAM MANAGEMENT, INC.

FILED
98 AUG -6 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is MAGICSPORTS - GRAND SLAM MANAGEMENT, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 930 Washington Avenue, 5th Floor, Miami Beach, Florida 33139.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

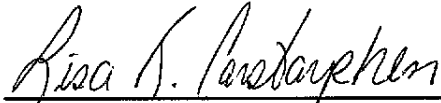
ARTICLE VII

The name of the Incorporator is Lisa R. Carstarphen and the address of the Incorporator is 1221 Brickell Avenue, Suite 2200, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 5th day of August, 1998.

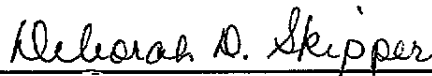


Lisa R. Carstarphen, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MAGICSPORTS - GRAND SLAM MANAGEMENT, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY



DEBORAH D. SKIPPER,
as Agent for the Registered Agent

Dated: August 6th, 1998