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Transmittal Letter

FILED

98 OCT - 8 AM 11: 36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 14, 1998

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

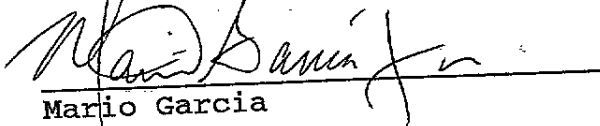
400002658864-6  
-10/08/98-01033-017  
\*\*\*\*122.50 \*\*\*\*78.75

Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,

  
Mario Garcia

Enclosures

P. Hall

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ARTICLES OF INCORPORATION  
OF  
PRIME ENTERTAINMENT & SPORTS GROUP INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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  
PRIME ENTERTAINMENT & SPORTS 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 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 15294 S.W. 104th Street, #12, Miami, Florida 33196, and the name of the initial Registered Agent for the corporation at that address is Mario Garcia.

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 regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers 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 for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by 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 directors or officers of any other corporation, and any director or directors, 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 person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise 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.

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

Mario Garcia - President

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Mario Garcia  
15294 S.W. 104th Street, #12  
Miami, Florida 33196

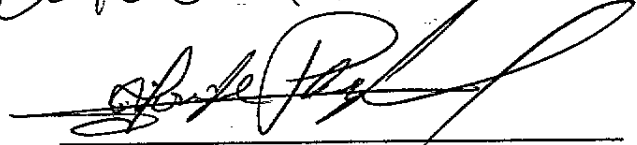
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 6TH day of October, 1998.

Incorporator:

  
\_\_\_\_\_  
Mario Garcia

STATE OF Florida  
COUNTY OF Broward

The foregoing instrument was executed and acknowledged before me this 6TH day of October, 1998, by Mario Garcia.

  
\_\_\_\_\_  
Notary Public

State of \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(SEAL)



JORGE PENAFIEL  
COMMISSION # CC 544754  
EXPIRES APR 09, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.



JORGE PENAFIEL  
COMMISSION # CC 544754  
EXPIRES APR 09, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

FILED

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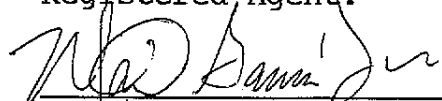
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida. Prime Entertainment & Sports Group Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 15294 S.W. 104th Street, #12, Miami, Florida 33196, has named Mario Garcia, whose address is 15294 S.W. 104th Street, #12, Miami, Florida as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

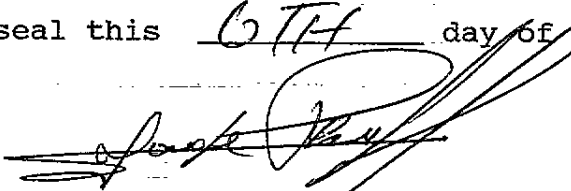
  
\_\_\_\_\_  
Mario Garcia

STATE OF Florida  
COUNTY OF Broward

BEFORE ME, the undersigned authority, this day personally appeared Mario Garcia, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 6TH day of October, 1998.

(SEAL)

  
\_\_\_\_\_  
Notary Public  
State of \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

 JORGE PENAFIEL  
COMMISSION # CC 544754  
EXPIRES APR 09, 2000  
BONDED THRU  
ATLANTIC BONDING CO, INC.