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**LAW OFFICES OF DEBRA ROSE**

1221 Brickell Ave.  
Suite 900  
MIAMI, FL 33131

November 16, 1998

SECRETARY OF STATE  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

900002690179--4  
-11/18/98--01012--003  
\*\*\*\*156.00 \*\*\*\*\*78.50

Dear Sir/Madam:

Enclosed, Please find Duplicate copies of "Article of Incorporation" for

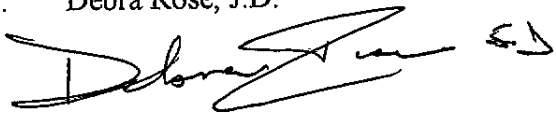
C & D SPORTS & ENTERTAINMENT MANAGEMENT, INC  
IMAROSE INCORPORATED

These documents are for Registration of the above Companies under the Law s of the State of Florida.

The attached check is for payment due.

I am requesting by return mail a Certified Copy of Articles of Incorporation.

Sincerely : Debra Rose, J.D.



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98 NOV 18 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
***C & D SPORTS & ENTERTAINMENT MANAGEMENT, INC.***

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be:

C & D SPORTS & ENTERTAINMENT MANAGEMENT INC.

**ARTICLE II PRINCIPLE OFFICE**

The principle place of business and mailing address of this corporation shall be:

1221 Brickell Avenue  
Suite 900  
Miami, Florida 33131

**ARTICLE III CAPITAL STOCK**

The number of shares that this corporation is authorized to have outstanding at any one time is: *Ten Thousand(10000) shares.*

**ARTICLE IV REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Debra Rose, Esq.  
1221 Brickell Avenue  
Suite 900  
Miami, Florida 33131

**ARTICLE V INCORPORATOR(S)**

The name(s) and street address of the incorporator(s) to these Articles of Incorporation is(are):

DEBRA ROSE  
1221 BRICKELL AVENUE  
SUITE 900  
Miami, Florida 33131

The undersigned has(have) executed these Articles of Incorporation this *16<sup>th</sup>* day of *November, 1998*



Signature / Title

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
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/registered agent, in the State of Florida.

1. The name of the corporation is:

*C & D SPORTS & ENTERTAINMENT MANAGEMENT, INC.*

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

*Debra Rose, Esq.  
1221 Brickell Avenue  
Suite 900  
Miami, Florida 33131*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SIGNATURE *Debra Rose, Esq., J.D.*

TITLE *President*

DATE *Nov. 16, 1998*

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.

SIGNATURE *Debra Rose*

DATE *Nov. 16, 1998*