

LAW OFFICES OF DEBRA ROSE

1221 Brickell Ave.
Suite 900
MIAMI, FL 33131

P98000098022

November 16, 1998

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

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-11/18/98--01012--003
****156.00 *****78.50

Dear Sir/Madam:

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

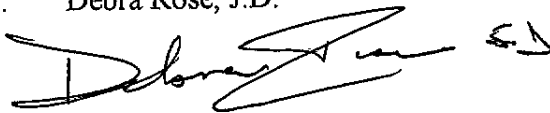
C & D SPORTS & ENTERTAINMENT MANAGEMENT, INC
IMAROSE INCORPORATED

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.



FILED
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 *16th* day of *November, 1998*



Signature / Title

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SECRETARY OF STATE
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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TALLAHASSEE, FLORIDA

SIGNATURE

Debra Rose, Esq.

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