

LAW OFFICES
BLAXBERG, GRAYSON, & SINGER

PROFESSIONAL ASSOCIATION
SUITE 730, INGRAHAM BUILDING
25 SOUTHEAST SECOND AVENUE
MIAMI, FLORIDA 33131-1506

I. BARRY BLAXBERG
DIRECT LINE: 381-7979 Ext. 309

TELEPHONE: (305) 381-7979
TELECOPY: (305) 371-6816

P 98000105098

December 14, 1998

Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

Re: TKO Dominicana, Inc.
Our File 538-14

200002715042--2
-12/17/98--01109--012
****131.25 *****87.50

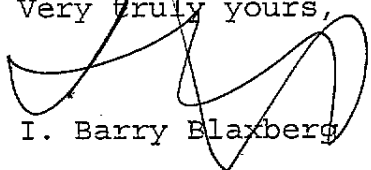
Gentlemen:

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$131.25 for the following fees:

Filing Fees	\$35.00
Certified Copies	\$52.50
Registered Agent Designation	\$35.00
Certificate of Good Standing	\$ 8.75
TOTAL	\$131.25

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,


I. Barry Blaxberg

Enclosure
IBB/rk 45916

FILED
98 DEC 17 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
TKO DOMINICANA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
CORPORATE NAME

The name of this corporation shall be: TKO DOMINICANA
INC.

ARTICLE II.
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.
CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: I. Barry Blaxberg, Esq., 25 S.E. 2nd Avenue, Suite 730, Miami, Florida 33131

ARTICLE V.
MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 1175 NE 125th Street, Suite 102, North Miami, Florida 33161.

ARTICLE VI.
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

Incorporator
I. Barry Blaxberg

Address
25 S.E. 2nd Avenue
Suite 730
Miami, FL 33131

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


I. BARRY BLAXBERG,

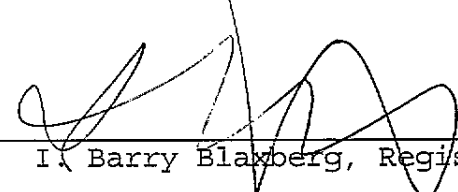
STATE OF FLORIDA :
: SS
COUNTY OF DADE :

BEFORE ME, the undersigned authority, appeared I. BARRY BLAXABERG, who is personally known to me or who has produced as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 14th day of December, 1998.


NOTARY PUBLIC, State of Florida
Print Name: SEAN OLIVER SINGER
My Commission Expires 12/12/2002
FLA. NOTARY SERVICES & BONDING CO.

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

By: 
I, Barry Blaxberg, Registered Agent

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