

Kenneth W. McCoy, P.A.
Accounting Firm

15150 N.W. 79th Court
Suite 195

Miami Lakes, Florida 33016

Phone: (305) 362-1841

P99000008400

January 4, 1998

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

900002753849--6
-01/25/99-01126--006
*****78.75 *****78.75

RE: Bad Boyz Boxing, Inc.

Dear Sir / Madam:

Enclosed please find two (2) executed copies of the Articles of Incorporation for Bad Boyz Boxing, Inc., Together with a check for seventy eight and 75/100 dollars (\$78.75).

Thank you for your prompt attention to this matter.

Sincerely,



Kenneth W. McCoy, P.A.

Mail to: Kenneth W. McCoy, P.A.
15150 N.W. 79 Court, Suite 195
Miami Lakes, FL 33016
(305) 362-1841

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BAD BOYZ BOXING, INC.

ARTICLE I - NAME & ADDRESS

THE NAME AND ADDRESS OF THE CORPORATION SHALL BE:

BAD BOYZ BOXING, INC.

242 E. 3 STREET
HIALEAH, FL 33010

ARTICLE II - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS
DISSOLVED ACCORDING TO LAW AND ITS EXISTENCE UPON FILING DATE.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING
ANY AND ALL LAWFUL BUSINESS .

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1000)
SHARES OF FIFTY CENTS (\$0.50), PAR VALUE, COMMON STOCK WHICH SHALL BE
DESIGNATED "COMMON SHARES".

ARTICLE V - POWER OF SHAREHOLDERS

THERE SHALL BE NO BOARD OF DIRECTORS AND ALL AFFAIRS NORMALLY
CONDUCTED BY A BOARD OF DIRECTORS SHALL BE CONDUCTED BY THE
SHAREHOLDERS. THE SHAREHOLDERS SHALL HAVE THE SAME POWER AND
AUTHORITY AS THAT OF A BOARD OF DIRECTORS.

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TALLAHASSEE, FLORIDA

ARTICLE VI - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY THE OFFICERS AND SHAREHOLDERS OF THE CORPORATION TO THE FULLEST EXTENT AUTHORIZED BY SECTION 607.014, FLORIDA STATUTES. FOR THE PURPOSE OF INTERPRETING THIS ARTICLE AND THE AFOREMENTIONED FLORIDA STATUTE, THE SHAREHOLDER SHALL BE CONSIDERED A DIRECTOR WHEN THE ACTION TAKEN BY HIM FOR WHICH INDEMNIFICATION IS SOUGHT IS ACTION TRADITIONALLY CONDUCTED BY A DIRECTOR.

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

VERNON ANSELL
242 E. 3 STREET
HIALEAH, FL 33010

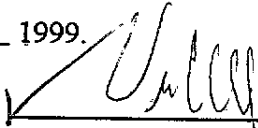
ARTICLE VIII - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

242 E. 3 STREET
HIALEAH, FL 33010

AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

VERNON ANSELL

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR, HAS
EXECUTED THESE ARTICLES OF INCORPORATION, ON THIS 19 DAY
OF January 1999.


INCORPORATOR

STATE OF FLORIDA

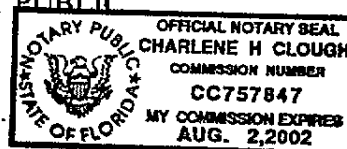
COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, A NOTARY PUBLIC,
AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET
FORTH HEREIN ABOVE, PERSONALLY APPEARED VERNON ANSELL, WHO
PRODUCED THE FOLLOWING FLORIDA DRIVER'S LICENSE NUMBER A524876542510
KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION OF BAD BOYZ BOXING, INC. AND HE/
SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THESE ARTICLES OF
INCORPORATION.

IN WITNESS WHEREOF, I HAVE HERE UNTO SET MY HAND AND AFFIXED
MY SEAL IN THE STATE AND COUNTY AFORESAID, ON THIS 19
DAY OF January 1999.



NOTARY PUBLIC



REGISTERED AGENT CERTIFICATE

THE UNDERSIGNED HEREBY ACCEPTS THE OFFICE OF REGISTERED AGENT
FOR VERNON ANSELL AND AGREES TO ACCEPT SERVICE OF PROCESS FOR SAID
CORPORATION AT THE PLACE DESIGNATED IN ITS ARTICLES OF INCORPORATION
AS ITS PRINCIPAL PLACE OF BUSINESS AND TO ACT IN SAID CAPACITY IN
ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

DATED, AT DADE COUNTY, FLORIDA, ON THIS 19 DAY OF _____

January 1999.

✓ *Vern Ansell*

VERNON ANSELL

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TALLAHASSEE, FLORIDA