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ACCOUNT NO. : 072100000032

REFERENCE : 199885 7108498

AUTHORIZATION :

Patricia Pijets

COST LIMIT : \$ 78.75

ORDER DATE : April 9, 1999

ORDER TIME : 11:22 AM

ORDER NO. : 199885-005

400002834734--8

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq
RICHARD J. ALAN CAHAN, P.A.
RICHARD J. ALAN CAHAN, P.A.
C/o Becker & Poliakoff, P.a.
5201 Bluelagoon Dr., Suite 100
Miami, FL 33126

DOMESTIC FILING

NAME: UPTOWN BOXING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

JR
4/9/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 PM 3:20

RECEIVED
99 APR -9 PM 12:09
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

- OF -

UPTOWN BOXING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 PM 3:20

The undersigned, for the purpose of forming a corporation under Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is **UPTOWN BOXING, INC.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock at \$1.00 par value which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of this Corporation is 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126, and the name of the initial registered agent of this Corporation is **RICHARD J. ALAN CAHAN**, whose address is: c/o Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126. The principal office and mailing

address for the Corporation is c/o Richard J. Alan Cahan, Esq., Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD J. ALAN CAHAN	5201 Blue Lagoon Drive, Suite 100 Miami, Florida 33126

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD J. ALAN CAHAN	C/O Becker & Poliakoff, P.A. 5201 Blue Lagoon Drive, Suite 100 Miami, Florida 33126

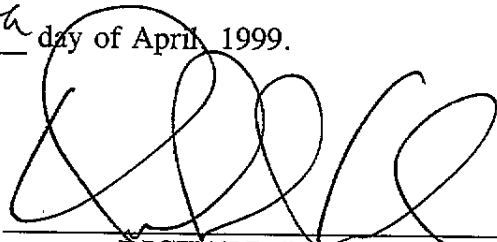
ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 8th day of April, 1999.




RICHARD J. ALAN CAHAN

STATE OF FLORIDA)
):SS.:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared RICHARD J. ALAN CAHAN, to me known to be the individual described in and who executed the foregoing Articles of Incorporation as subscriber thereto, who is personally known to me, and who did/did not take an oath.

WITNESS my hand and official seal this 8th day of April, 1999.



SONIA HARRIS, NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
SONIA HARRIS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC586523
MY COMMISSION EXP. OCT. 5, 2000

FILED
SECRETARY OF STATE
99 APR -9 PM 3:20
DIVISION OF CORPORATIONS

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

(Attached to the Articles of Incorporation of

UPTOWN BOXING, INC.

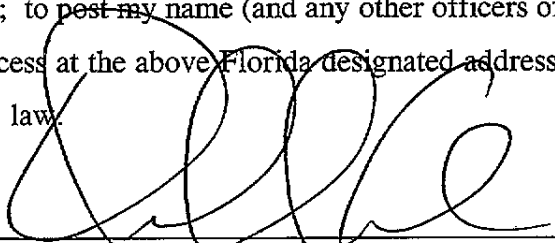
and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, UPTOWN BOXING, INC., desiring to organize as a Corporation under the laws of the State of Florida, with its registered office as indicated in its Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named RICHARD J. ALAN CAHAN as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Registered Agent to accept Service of Process; to keep 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 Florida designated address) in some conspicuous place in office as required by law.



RICHARD J. ALAN CAHAN
Registered Agent