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LAW OFFICES
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(305) 372-1630 • FAX (305) 381-9834

EFFECTIVE DATE

4-30-99

April 12, 1999

400002838684--0
-04/15/99-01029-008
****122.50 *****78.75

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: WORLD OF CHAMPIONS, INC.

Dear Sir or Madam:

Enclosed please find:

1. Articles of Incorporation on behalf of World of Champions, Inc.
2. A check in the amount of \$122.50 for the filing fees.

If you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,



JEAN S. PERWIN

JSP:alc
Enclosures

FILED
99 APR 15 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/16/99

ARTICLES OF INCORPORATION
OF
WORLD OF CHAMPIONS, INC.

EFFECTIVE DATE
4-30-99

FILED
99 APR 15 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is **World of Champions, Inc.** and the principal address of the corporation is: **10402 S.W. 50th Court, Cooper City, Florida 33328.**

ARTICLE II - DURATION

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon **April 30, 1999.**

ARTICLE III - PURPOSES

The purpose or purposes for which the corporation is organized are television production and programming and any other lawful purpose.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue two million shares of common stock (2,000,000) par value \$0.0005 per share.

ARTICLE V - REGISTERED AGENT

The street address and city of the registered office of the corporation is 10402 S.W. 50th Court, Cooper City, Florida 33328 and the name of its initial registered agent at such address is Charles A. Paduano.

ARTICLE VI - INCORPORATORS

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

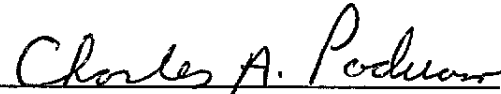
Charles A. Paduano
10402 S.W. 50th Court
Cooper City, Florida 33328

The power to adopt, alter, amend or repeal Bylaws shall be vested solely in the Board of Directors.

ARTICLE VII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment to them. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 9 day of April 1999.

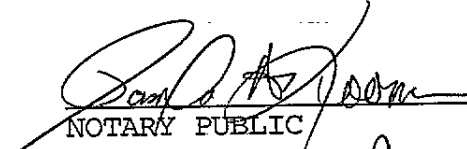

Charles A. Paduano

STATE OF FLORIDA

COUNTY OF ~~MIAMI-DADE~~ BROWARD

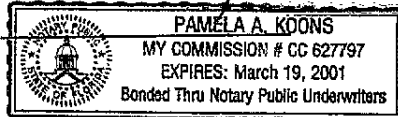
SS.

The foregoing was acknowledged before me this 9th day of April, 1999, by Charles A. Paduano, who is personally known to me or who has produced FLORIDA DR. LICENSE as identification and who did/did not take an oath.


NOTARY PUBLIC

NAME OF NOTARY: PAMELA A. KOONS

COMMISSION NO.:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE
OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

THAT, **World of Champions, Inc.** desiring to organize under the laws of the State of Florida, as a for profit organization, with its principal office at **10402 S.W. 50th Court, Cooper City, Florida 33328**, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and

agree to comply with the provisions of said Act relative to keeping open said office.

Charles A. Paduano
Charles A. Paduano

FILED
99 APR 15 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA