



THE UNITED STATES
CORPORATION
COMPANY

PG9000043749

ACCOUNT NO. : 072100000032

REFERENCE : 239011 7146642

AUTHORIZATION :

COST LIMIT : \$ 78.75

99 MAY 13 PM 2:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

5-12-99

ORDER DATE : May 13, 1999

ORDER TIME : 11:44 AM

ORDER NO. : 239011-010

200002874072--6

CUSTOMER NO: 7146642

CUSTOMER: Michael D. Harris, Esq
MICHAEL HARRIS, P.A.
MICHAEL HARRIS, P.A.
Suite 550
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: STANDING ROOM ONLY SPORTS &
ENTERTAINMENT, 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: Tamara Odom

EXAMINER'S INITIALS:

PH 5/13/99 ✓
RECEIVED
99 MAY 13 PM 12:53

**ARTICLES OF INCORPORATION
OF
STANDING ROOM ONLY SPORTS & ENTERTAINMENT, INC.**

FILED
MAY 13 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Standing Room Only Sports & Entertainment, Inc.

Article II - Principal Address

EFFECTIVE DATE

5-12-99

2840 Wilderness Road

West Palm Beach, Florida 33409

Article III - Commencement

This corporation shall commence on the date of execution and acknowledgement of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 10,000 shares of \$0.001, par value, common stock.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1645 Palm Beach Lakes Boulevard, Suite 550, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Michael D. Harris, 1645 Palm Beach Lakes Boulevard, Suite 550,

West Palm Beach, Florida 33401.

Article VII - Initial Board of Directors

This corporation shall have no directors initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article VIII - Incorporator

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

Denise J. Smith
1645 Palm Beach Lakes Blvd., Suite 550
West Palm Beach, Florida 33401.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the board of directors and the shareholders.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors (the "Indemnitee(s)") against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation. Provided, however, notwithstanding the indemnification provided for by this Article X, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnitee relating to or arising from any Proceeding in which the Company asserts a direct claim (as opposed to a stockholders' derivative action) against the Indemnitee, whether such claim by the Company is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

Article XI - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 12th day of May, 1999.

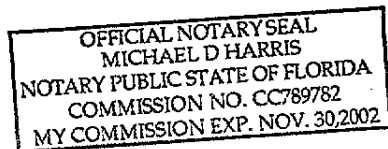
Denise J. Smith

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Denise J. Smith, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 12th day of May, 1999.

Michael D. Harris
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

FILED
99 MAY 13 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT Standing Room Only Sports & Entertainment, Inc.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF

West Palm Beach, STATE OF FLORIDA, HAS NAMED Michael D. Harris
(CITY) (STATE) (REGISTERED AGENT)

LOCATED AT 1645 Palm Beach Lakes Boulevard, Suite 550, CITY OF West Palm Beach,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: Denise J. Smith

TITLE: Incorporator

DATE: May 12, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: [Signature]

DATE: May 12, 1999

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