

**RODRIGUEZ LANGSTADT & AGUERO**

Attorneys at Law  
A Partnership of Professional Associations

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May 28, 1999

Division of Corporations  
FLORIDA DEPARTMENT OF STATE  
409 East Gaines Street  
Tallahassee, Florida 32399

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-06/01/99--01129--004  
\*\*\*\*122.50 \*\*\*\*\*78.75

**EFFECTIVE DATE**  
*5-25-99*

**RE: BLACK TIE BOXING EVENTS, CO.**  
**Articles of Incorporation**

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation for the above-referenced corporation and our check for \$122.50 to cover the filing fee and the cost of a certified copy to be returned to us by mail. If at all possible, I would greatly appreciate your faxing to my office a copy your screen printout displaying the corporation information, after you have completed your processing.

Sincerely,

*[Signature]*  
Minervino Rodriguez, Jr., Esq.

MR:dc

Enclosures as listed above

Copy of Black Tie Boxing, Co.

FILED  
SERIAL 12879  
JUN 1 1999  
CORPORATION  
DIVISION OF STATE  
CORPORATION  
JUN - 1 PM 2:55

RECEIVED  
DIVISION OF REVENUE  
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EFFECTIVE DATE  
5-25-99

**ARTICLES OF INCORPORATION  
OF  
BLACK TIE BOXING EVENTS, CO.**

The undersigned incorporators and subscribers, for the purpose of forming a corporation under the Florida Business Corporate Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation shall be BLACK TIE BOXING EVENTS, CO.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 630 S.W. 22<sup>nd</sup> Avenue, Miami, Florida 33135.

**ARTICLE III - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is May 25, 1999 provided, however, that said date is within five (5) business days before the date of filing of these Articles. Should the aforesaid date not be within five (5) business days before the date of filing of these Articles, then, in that case, corporate existence shall begin when the Articles are filed.

**ARTICLE IV - PURPOSE**

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE V - CAPITAL STOCK**

5.1 The number of shares of stock this corporation is authorized to have outstanding at any one time is one hundred (100) shares, which may be fractional. The stock shall be known as common stock and shall have a \$ 0.01 par value per share.

5.2 Subject to compliance with the terms and conditions of capital stock purchase requirements, the initial shareholders and their percentage interest shall be as follows:

<u>NAME OF INITIAL SHAREHOLDERS</u>	<u>PERCENTAGE INTEREST</u>
David L. Hirschenson	33
Julio R. Martinez	33
Arturo B. Sosa	17
Frank L. Mora	17

*Q.R. Folter*

#### **ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The Initial Registered Agent shall be ARTURO B. SOSA and the address of the Initial Registered Agent is 630 S.W. 22<sup>nd</sup> Avenue, Miami, Florida 33135.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than four (4). The name and address of the Initial Directors is as follows:

##### **NAME OF INITIAL DIRECTORS**

ARTURO B. SOSA  
FRANK L. MORA  
DAVID L. HIRSCHENSON  
JULIO J. MARTINEZ

##### **ADDRESS OF INITIAL DIRECTORS**

630 S.W. 22<sup>nd</sup> Avenue, Miami, Florida 33135  
7182 N.W. 77<sup>th</sup> Terrace, Medley, Florida 33166  
3520 W. Broward Blvd., Suite 105, Ft. Lauderdale, Florida 33312  
1470 W. 76<sup>th</sup> Street, Hialeah, Florida 33014

#### **ARTICLE VIII - INITIAL OFFICERS**

The initial officers of the corporation shall be as follows:

President - JULIO J. MARTINEZ  
Vice President - DAVID L. HIRSCHENSON  
Secretary - ARTURO B. SOSA  
Treasurer - FRANK L. MORA

#### **ARTICLE IX - INCORPORATORS**

The name and address of the persons signing these Articles of Incorporation are DAVID L. HIRSCHENSON 3520 W. Broward Blvd., Suite 105, Ft. Lauderdale, Florida 33312, JULIO J. MARTINEZ 1470 W. 76<sup>th</sup> Street, Hialeah, Florida 33014, ARTURO B. SOSA, 630 S.W. 22<sup>nd</sup> Avenue, Miami, Florida 33135 and FRANK L. MORA, 7182 N.W. 77<sup>th</sup> Terrace, Medley, Florida 33166.

#### **ARTICLE X - AMENDMENT OF ARTICLES**


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 the subject to this reservation.


#### **ARTICLE XI - PREEMPTIVE RIGHTS**

The shareholders of this corporation shall have preemptive rights. The shareholders of this corporation shall have the right to maintain their fixed percentage ownership in the corporation by purchasing their proportionate share of any new stock issued.

*[Handwritten signatures]*

IN WITNESS WHEREOF, the undersigned incorporator and subscriber has  
executed these Articles of Incorporation this 28<sup>th</sup> day of May, 1999.

  
ARTURO B. SOSA  
INCORPORATOR/SUBSCRIBER

  
FRANK L. MORA  
INCORPORATOR/SUBSCRIBER

  
DAVID L. HIRSCHENSON  
INCORPORATOR/SUBSCRIBER

  
JULIO J. MARTINEZ  
INCORPORATOR/SUBSCRIBER

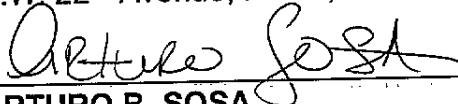
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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the Registered Office/Registered Agent, in the State of Florida.

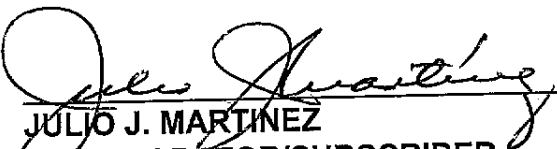
The name of the corporation is **BLACK TIE BOXING EVENTS, CO.**

The name and address of the Registered Agent and Office is ARTURO B. SOSA, 630 S.W. 22<sup>nd</sup> Avenue, Miami, Florida 33135

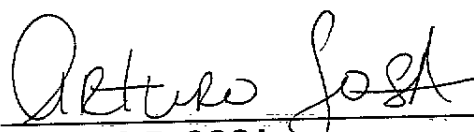
  
**ARTURO B. SOSA**  
**INCORPORATOR/SUBSCRIBER**

  
**FRANK L. MORA**  
**INCORPORATOR/SUBSCRIBER**

  
**DAVID L. HIRSCHENSON**  
**INCORPORATOR/SUBSCRIBER**

  
**JULIO J. MARTINEZ**  
**INCORPORATOR/SUBSCRIBER**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
**ARTURO B. SOSA**  
**REGISTERED AGENT**

5-28-99  
DATE