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LEROY ALLEN (1902-1975)

L. ROBERT FRANK (1924-1989)

JOHN R. TRINKLE, JR. (1928-1991)

GARY M. WITTERS (1931-1998)

FAX: (813) 229-6682

WRITER'S EMAIL:

June 25, 1999

Secretary of State  
Division of Corporations  
409 East Gains Street  
Tallahassee, Florida 32399

Re: Fight Night, Inc.

Dear Sir/Madam:

Enclosed please find for filing an Acknowledgment, The Articles of Incorporation of Fight Night, Inc. and Acceptance of Register Agent. I have also enclosed a check made payable to the Secretary of State in the sum of \$122.50 to cover the cost of your filing fees.

Thank you for your attention to this matter. Should you have any questions or require anything further, please do not hesitate to contact this office. Please forward at your earliest convenience an appropriate acknowledgment regarding the successful formation of Fight Night, Inc. as a corporation in the state of Florida.

Thank you for your attention to this matter.

Sincerely,

William L. Yanger

WLY/ym  
Enclosures

FILED  
99 JUN 28 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ajc  
6/30

## ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

### ARTICLE I NAME

The name of the corporation shall be FIGHT NIGHT, INC.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be Cypress, Tampa, Florida 33607

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares.

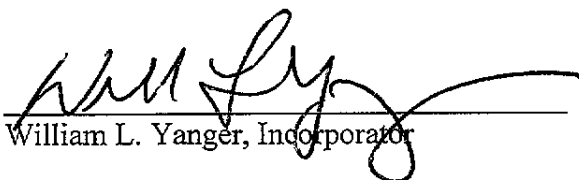
### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this corporation is William L. Yanger, 101 E. Kennedy Blvd. #1240, Tampa, Florida 33601

### ARTICLE V INCORPORATOR

The name and address of the initial incorporator is William L. Yanger, 101 E. Kennedy Blvd. #1240, Tampa, Florida 33601

The undersigned incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of June 1999.

  
William L. Yanger, Incorporator

FILED  
99 JUN 28 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT**

Pursuant to the provisions of FS §617.0501, the undersigned Corporation, organized under the laws of the State of Florida, Submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

1. The name of the corporation is **FIGHT NIGHT, INC.**
2. The name and address of the registered agent is:

**William L. Yanger  
101 E. Kennedy Blvd. #1240  
Tampa, Florida 33601**

Having been named as the registered agent 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.

  
William L. Yanger

**FILED**  
99 JUN 28 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA