

PAN AMERICAN GROUP  
7439 E. HILLSBOROUGH AVE.  
TAMPA, FLORIDA 33610  
(813) 623-3543

P99000060721

July 5, 1999

Mr. Chris Pantaleon  
Michael Cusick & Associates  
864 East Park Avenue  
Tallahassee, FL 32301

400002925484--0  
-07/07/99-01059--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: Articles of Incorporation  
Rainmaker Entertainment Group, Inc.

Dear Chris:

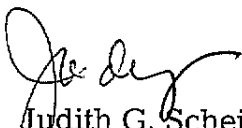
Enclosed is an original and one copy of the Articles of Incorporation for the subject company.

It would be appreciated if you could walk this through. Please fax a copy to us as soon as possible, since we need the document number of the corporation. The certified copy can be returned by regular mail.

Also enclosed is a check payable to the Secretary of State in the amount of \$78.75 for the filing fee and a certified copy.

We appreciate your assistance.

Sincerely,

  
Judith G. Scheifele  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# ARTICLES OF INCORPORATION

OF

## RAINMAKER ENTERTAINMENT GROUP, INC.

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida General Business Act, do hereby adopt the following Articles of Incorporation for such corporation:

### ARTICLE ONE

The name of the Corporation is **RAINMAKER ENTERTAINMENT GROUP, INC.**

### ARTICLE TWO

The period of duration is perpetual.

### ARTICLE THREE

The purpose or purposes for which the Corporation is organized are:

- (a) To engage in the business to conduct and advertise wrestling events in South America, Central America, the Caribbean Basin, Puerto Rico and Mexico and other affiliated activities including other non-related promotional activities.
- (b) To do everything necessary, reasonable, proper, advisable and/or convenient for the accomplishment or furtherance of such purposes.
- (c) To be, or to include, the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

### ARTICLE FOUR

The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 500,000 shares at the par value of \$0.01 each.

Holders of shares of said common stock from original issue shall be entitled to pre-emptive rights to acquire unissued or treasury shares of any class of stock of the

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Corporation which may at any time be authorized or held, and all unissued and treasury shares may be offered and sold in accordance with the resolution of the Board of Directors only after first offering the same to any of the then existing shareholders.

The shareholders of the Corporation shall be entitled to one (1) vote for each share of stock owned to the election of each individual nominee for director and on all other matters voted on at any stockholders' meeting and shall not be entitled to cumulate such voting rights on the election of directors.

#### **ARTICLE FIVE**

The principal office of the corporation is 7439 E. Hillsborough Ave., Tampa, FL 33610.

#### **ARTICLE SIX**

The post office address of the Corporation's initial registered office is 7439 E. Hillsborough Ave., Tampa, FL 33610, and the name of its initial registered agent at such address is George Lefevre.

#### **ARTICLE SEVEN**

The number of Directors of the Corporation may be fixed by the Bylaws. The number of directors constituting the initial Board of Directors is five (5) and the names and addresses of the persons who are to serve as directors until the organizational meeting of the shareholders or until their successors are elected and qualified are:

Jim R. Clare  
7439 E. Hillsborough Ave.  
Tampa, FL 33610

Danny Gadarian  
7439 E. Hillsborough Ave.  
Tampa, FL 33610

Buddy J. Levy  
7439 E. Hillsborough Ave.  
Tampa, FL 33610

Steve Keirn  
7439 E. Hillsborough Ave.  
Tampa, FL 33610

George Lefevre  
7439 E. Hillsborough Ave.  
Tampa, FL 33610

## ARTICLE EIGHT

The name and address of the incorporator is:

George Lefevre  
7439 E. Hillsborough Ave.  
Tampa, FL 33610

## ARTICLE NINE

The Board of Directors is expressly authorized to make, alter, or amend the Bylaws of this Corporation or to adopt new Bylaws.

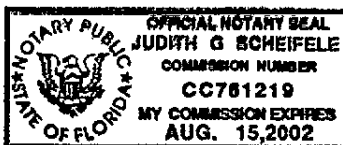
IN WITNESS WHEREOF, I have hereunto set my hand this the 5th day of July, 1999.

  
GEORGE LEFEVRE

THE STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I, a Notary Public in and for said County and State, do hereby certify that on this the 5th day of July, 1999, personally appeared before me George Lefevre, who, being by me first duly sworn, declared that he is the incorporator of Rainmaker Entertainment Group, Inc. that he signed the foregoing document as Articles of Incorporation of the Corporation, and that the statements therein are true.

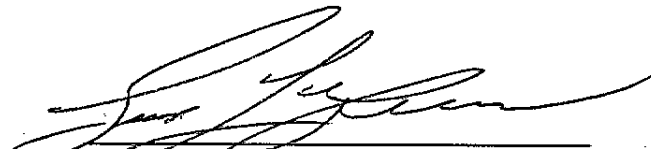
SUBSCRIBED AND SWORN TO BEFORE ME, on this the 5th day of July, 1999.



  
NOTARY PUBLIC STATE OF FLORIDA

I, George Lefevre, certify that having been named the initial registered agent for Rainmaker Entertainment Group, Inc., hereby accept such status and agree to comply with the applicable laws and statutes.

DATED: July 5, 1999



GEORGE LEFEVRE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA