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<u>636</u> ~	THE UNITED STATES
	<i>CORPORATION</i>
	COMPANY

ACCOUNT NO. : 072100000032

REFERENCE: 395233 4374271

AUTHORIZATION:

COST LIMIT: \$ 70.00 atucia must

ORDER DATE: October 1, 1999

ORDER TIME : 11:26 AM

ORDER NO. : 395233-005

CUSTOMER NO: 4374271

CUSTOMER: Kenneth Baxter, Esq

HERZFELD & RUBIN HERZFELD & RUBIN

Suite 1501

801 Brickell Avenue Miami, FL 33131

DOMESTIC FILING

NAME:

BREAKOUT SPORTS AND

ENTERTAINMENT MANAGEMENT CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

SECRETARY OF STATE OIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF

99 OCT - 1 All 8: 24

BREAKOUT SPORTS AND ENTERTAINMENT MANAGEMENT CORP.

ARTICLE I

The name of the corporation is BREAKOUT SPORTS AND ENTERTAINMENT MANAGMENT CORP., having its principal office located at:

19360 East Country Club Drive Aventura, Florida 33180

ARTICLE II

The corporation may engage in or transact any and all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time an aggregate of One Thousand (1,000) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

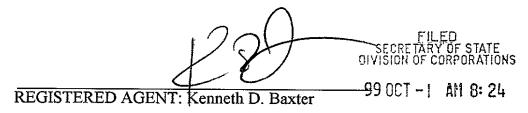
There shall be no preemptive rights accruing to the shareholders.

ARTICLE V

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

Kenneth D. Baxter, Esq. 801 Brickell Avenue Suite #1501 Miami, Florida 33131

Having been named initial Registered Agent to accept service of process for the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in the capacity and agree to comply with all the requirements of law pertaining thereto.



ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is one.

ARTICLE VII

The name and address of the members of the initial Board of Directors is:

SCOTT A. HELFAND 19360 East Country Club Drive Aventura, Florida 33180

ARTICLE VIII

The name and address of the Incorporator of these Articles of Incorporation is:

Kenneth D. Baxter, Esq. 801 Brickell Avenue Suite #1501 Miami, Florida 33131

Kenneth D. Baxter, Esq.

STATE OF FLORIDA: COUNTY OF DADE:

BEFORE ME, the undersigned authority, personally appeared Kenneth D. Baxter, Esq., who is personally known and who stated that he was the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida, this 1999.

lotary Public

day of

YILAN RIVERO
COMMISSION # CC 560170
EXPIRES JUL 17, 2000
BONDED THRU
ATLANTIC BONDING CD., INC.

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