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ACCOUNT NO. : 072100000032

REFERENCE : 395233 4374271

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pujat*

ORDER DATE : October 1, 1999

ORDER TIME : 11:26 AM

300003002623--8

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:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT - 1 AM 8:24

RECEIVED  
99 OCT - 1 PM 12:15  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
10/4/99

99 OCT -1 AM 8: 24

**ARTICLES OF INCORPORATION OF  
BREAKOUT SPORTS AND ENTERTAINMENT MANAGEMENT CORP.**

**ARTICLE I**

The name of the corporation is **BREAKOUT SPORTS AND ENTERTAINMENT  
MANAGEMENT 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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

280  
REGISTERED AGENT: Kenneth D. Baxter

99 OCT -1 AM 8:24

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 30<sup>th</sup> day of Sept 1999.

  
Notary Public



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