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COLODNY, FASS & TALENFELD, P.A.

2000 West Commercial Boulevard
Suite 232
Fort Lauderdale, Florida 33309

Michael Colodny
Joel S. Fass
Howard M. Talenfeld

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Reply to: Fort Lauderdale

November 12, 1999

Tallahassee Office
204 South Monroe Street
Suite 201
Tallahassee, Florida 32301
Telephone: (850) 224-1611
Facsimile: (850) 577-0385

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

400003044894--4
-11/16/99-01005-017
****78.75 ****78.75

Re: D2K, MARKETING INC.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of D2K, MARKETING INC. We also enclose our check in the amount of \$78.75 representing:

Filing fee	\$ 35.00
Certificate designating registered agent	35.00
Certified copy of Articles of Incorporation	8.75
TOTAL FEE:	\$ 78.75
	=====

as well as a self-addressed stamped envelope for your convenience in providing the undersigned with the Certificate designating registered agent, certified copy of Articles of Incorporation, and the charter number for this corporation.

Thanking you in advance for your prompt attention to this matter.

Very truly yours,

COLODNY, FASS & TALENFELD, P.A.

Howard M. Talenfeld

HMT:kp

Enclosures:

Original and 1 of Articles
Check for \$78.75
Return envelope

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 16 PM 12:53

FILED

T. Burch NOV 18 1999

FILED

ARTICLES OF INCORPORATION

99 NOV 16 PM 12:53

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D2K, MARKETING INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: D2K, MARKETING, INC. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be that provided below:

- (a) To engage in and to the business of design, marketing, advertising and promotions including sports paraphernalia, t-shirts, advertising, promotional items, and other similar concepts and goods normally associated with the promotion of professional football and other professional sports;
- (b) To sue and be sued, complain, and defend in its corporate name;
- (c) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (d) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (f) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.0833;
- (g) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with

shares or other interests in, or obligations of, any other entity;

- (h) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
- (i) To lend money, invest and reinvest in funds, and receive and hold real and personal property as security for repayment;
- (j) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (k) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
- (l) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (m) To make donations for the public welfare or for charitable,, scientific, or educational purposes;
- (n) To transact any business permitted by law;

- (o) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (p) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.
- (q) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
- (r) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE III

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at a par value of \$.01 per share.

ARTICLE IV

The registered office of this corporation will be 2000 West Commercial Boulevard, Suite 232, Ft. Lauderdale, Broward County, Florida 33304.

ARTICLE V

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MITCHELL D. TALENFELD	708 N.E. 2nd Avenue Ft. Lauderdale, Florida 33304

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

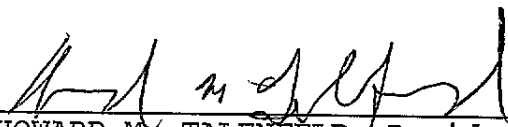
ARTICLE VI

In pursuance of Chapter 48.091, Florida Statutes the following is submitted, in compliance with said Act:

First. That D2K, MARKETING INC., desiring to organize under the laws of the State of Florida with its principal office indicated in the Articles of Incorporation at 708 N.E. 2nd Avenue, City of Ft. Lauderdale, State of Florida, has named HOWARD M. TALENFELD as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


HOWARD M. TALENFELD, Resident Agent
2000 W. Commercial Boulevard
Suite 232
Ft. Lauderdale, Florida 33309

ARTICLE VII

The name and address of the subscribers to the Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MITCHELL D. TALENFELD	708 N.E. 2nd Avenue Ft. Lauderdale, Florida 33304

ARTICLE VIII

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stockholders entitled to

vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

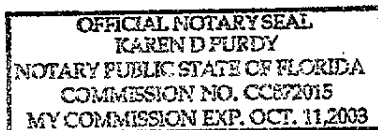
IN WITNESS WHEREOF, We have hereunto set our hands and seals this 12th day of November, 1999.

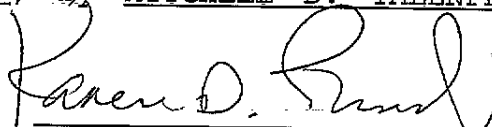

MITCHELL D. TALENFELD

STATE OF FLORIDA :
COUNTY OF BROWARD : SS.

12th The foregoing instrument was acknowledged before me this day of November, 1999, by MITCHELL D. TALENFELD who is personally known to me.

My commission expires:




Signature of Acknowledger

Karen D. Purdy
Typed/Printed Name of Acknowledger

Notary Public
Title or Rank

N/A
Serial Number, if any