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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-12/20/96--01065--009
****131.25 ****131.25

SUBJECT: PROFESSIONAL SPORTS HOLDINGS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

Allen J. Schwalb, President
Professional Sports Holdings, Inc.

Name (printed or typed)

180 Park Ave.

Address

Winter Park, FL 32789

City, State & Zip

407-644-5595

Daytime Telephone number

DEC 24 1996

BSB

FILED
96 DEC 20 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

FILED

96 DEC 20 AM 9:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

of

Professional Sports Holdings, Inc.

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

ARTICLE I

The name of the corporation shall be Professional Sports Holdings, Inc.

ARTICLE II

The principal place of business and mailing address of the corporation shall be 180 Park Avenue, Winter Park, Fl. 32789

ARTICLE III

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

20,000,000 shares Preferred Stock, par value \$.0001

55,000,000 shares Common Stock, par value \$.0001

The common and preferred stock can take on any characteristic the Board of Directors so elect. Also, the Board of Directors is authorized to issue bonds, debentures, warrants and options.

ARTICLE IV

The name and address of the initial registered agent is:
Allen J. Schwalb, 180 Park Avenue, Winter Park, Fl. 32789

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is : Allen J. Schwalb, 180 Park Avenue, Winter Park, Fl. 32789

ARTICLE V

The duration of this corporation is perpetual.

ARTICLE VI

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:
Allen J. Schwalb, 180 Park Avenue, Winter Park, Fl. 32789

ARTICLE VIII

Directors need not be residents of the State of Florida.

ARTICLE IX

Directors' shall have the authority to fix compensation of the officers of this corporation.

ARTICLE X

This corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority vote.

ARTICLE XI

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares entitled to vote at an election of directors.

ARTICLE XIII

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XIV

The amount of capital with which this corporation will begin business shall not be less than \$800.

The undersigned incorporator has executed these Articles of Incorporation this 18 day of December, 1996.


Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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: PROFESSIONAL SPORTS HOLDINGS, INC.

2. The name and address of the registered agent and office is:

Allen J. Schwalb
(NAME)

180 Park Ave.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Winter Park, FL 32789
(CITY/STATE/ZIP)

FILED
DEC 20 11 51 AM '96
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Having been named as registered agent and 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.


(SIGNATURE)

12/18/96
(D. E)