

Filing Fee: \$150.00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

Corp. I.D. #

92154

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator (s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is CLASSIC ENTERTAINMENT & SPORTS, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND: The period of its duration is (if perpetual, so state) RHODE ISLAND

THIRD: The purpose or purposes for which the corporation is organized are:

To promote, advertise and market boxing, sporting and entertainment events and any other lawful purpose or purposes for which a corporation may be formed under Rhode Island General Laws, (1956), as amended, Title 7, Chapter 1.1.

See Exhibit "A" attached hereto and made a part hereof.

NOV 8 3 42 PM '96

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

FILED

NOV 8 1996

By [Signature]
174616

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 8,000

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

\$1.00 Par Value

or

(b) *If more than one class:* Total number of shares N/A

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

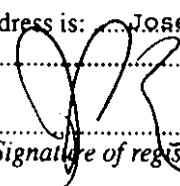
FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

The pre-emptive rights set forth in Rhode Island General Laws, (1956), as amended, Section 7-1.1-24 are denied to the stockholders.

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

See Exhibit "B" attached hereto.

SEVENTH: The address of the initial registered office of the corporation is
171 Broadway, Providence, RI 02903 (add Zip Code)
and the name of its initial registered agent at such address is: Joseph P. Ferrucci


Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is n/a and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name (s) and address (es) of the officers of the corporation.)

Name

Address

James V. Burchfield, Sr.	Vice Pres. Secretary	52 Ambrose Street, No. Prov., RI 02904
James V. Burchfield, Jr.	President Treasurer	c/o 515 Smith St., Providence, RI 0290

NINTH: The name and address of each incorporator is:

Name

Address

Joseph P. Ferrucci	c/o 171 Broadway, Prov., RI 02903
--------------------	-----------------------------------

TENTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

upon filing

Dated November , 19 96


Signature of each incorporator

STATE OF RHODE ISLAND

City

In the

of

PROVIDENCE

COUNTY OF PROVIDENCE

Town

in said County this

7th

day of

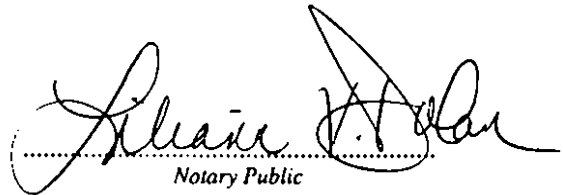
November

A.D. 19

then personally appeared before me

Joseph P. Jersucci

each and all known to me and known by me to be the parties executing the foregoing instrument,
and they severally acknowledged said instrument by them subscribed to be their free act and
deed.


Notary Public

O 9

The Corporation shall have power: (See 7-1.1-4 of the General Laws, 1956, as amended)

(a) To have perpetual succession by its name unless a limited period of duration is stated in its articles of incorporation.

(b) to sue and be sued, complain and defend; in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credits to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, association, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contacts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other plans for any or all of its directors, officers, and employee.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

1

D 9

Addendum to Provision Sixth of Articles of Incorporation.

(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, Section 7-1.1-30.3(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder: (i) for any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) the liability imposed pursuant to the provisions of Rhode Island General laws Section 7-1.1-43; or (iv) for any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by RIGL Section 7-1.1-37.1.