

P93000952749

Requestor's Name

**BROWARD IN LINE HOCKEY CENTER, INC.**

P. O. BOX 1267  
FORT LAUDERDALE, FL 33302-1267

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

\*787, 2388, 664, 671\*  
Restated Articles



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 3, 1998

BROWARD INLINE HOCKEY CENTER, INC.  
Post Office Box 1267  
Ft. Lauderdale, FL 33302-1267

SUBJECT: BROWARD INLINE HOCKEY CENTER, INC.  
Ref. Number: P93000052749

We have received your document for BROWARD INLINE HOCKEY CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 098A00006091

February 4, 1998

Louise Jackson  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Dear Ms. Jackson:

Please find enclosed the Restated Articles of Incorporation for Broward Inline Hockey Center, Inc. with the revisions requested by your office.

If you have any questions concerning this matter, please don't hesitate to call me at (954) 831-8923.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeff Hessler", with a long horizontal flourish extending to the right.

JEFF HESSLER, ESQ.

JH/mw  
Enclosure

RESTATED ARTICLES OF INCORPORATION  
OF

BROWARD INLINE HOCKEY CENTER, INC.

(a Florida corporation)

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Pursuant to Section 607.1007 of the Florida Business Corporation Act)

The undersigned, Shareholders and Director of Broward Inline Hockey Center, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were duly filed with the Department of State of the State of Florida on July 28, 1983, DO HEREBY CERTIFY:

1. The name of the Corporation is BROWARD INLINE HOCKEY CENTER, INC.

2. The Articles of Incorporation were amended on or about March 24, 1994.

3. A majority of the Voting Common Stock Shareholders, Non-Voting Common Stock Shareholders and the Board of Directors are desirous of further amending the Articles of Incorporation through these Restated Articles of Incorporation.

4. The Voting Common Stock Shareholders and Non-Voting Common Stock Shareholders are entitled to vote separately on the amendments.

5. These Restated Articles of Incorporation of Broward Inline Hockey Center, Inc. have been duly adopted by a majority of the Voting Common Stock shareholders, Non-Voting Common Stock shareholders and the Board of Directors as of January 27, 1998, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast by the Voting Common Stock shareholders and Non-Voting Common Stock shareholders was sufficient for approval by each voting group.

6. The Articles of Incorporation are hereby deleted in their entirety and amended and restated as follows:

ARTICLE I - NAME

The name of the Corporation is BROWARD INLINE HOCKEY CENTER, INC. (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 20,000,000 shares

of Voting Common Stock, par value \$.01 per share (the "Voting Common Stock") and 1,000,000 shares of Non-Voting Common Stock, par value \$.01 per share (the "Non-Voting Common Stock").

The holders of Voting Common Stock and Non-Voting Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of Non-Voting Common Stock shall not be entitled to vote on matters affecting the Corporation (except as otherwise provided in Sections 607.1004(4) and 607.1103(6) of the Florida Business Corporation Act (the "FBCA").

#### ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is:

1402 East Las Olas Boulevard, Suite 1098  
Fort Lauderdale, Florida 33301

#### ARTICLE IV - BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name of the director of the Corporation is as follows:

Bryan Cohen

#### ARTICLE V - REGISTERED AGENT

The name and address of the registered agent is as follows:

Jeffrey Hessler, Esq.  
Whitelock & Williams. P.A.  
316 N.E. 4th Street  
Ft. Lauderdale, Florida 33301.

#### ARTICLE VI - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors,

then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VI shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

#### ARTICLE VIII - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

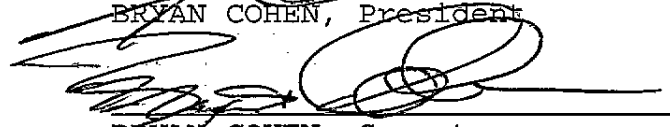
#### ARTICLE IX - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the undersigned have signed their names and affixed the seal of the Corporation this 4<sup>th</sup> day of February, 1998.

  
BRYAN COHEN, President

2/4/98  
Date

  
BRYAN COHEN, Secretary

2/4/98  
Date

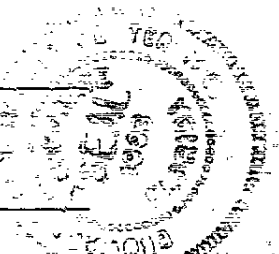
SHAREHOLDERS:

  
BRYAN COHEN

2/4/98  
Date

  
CHARLES T. WHITELOCK

2/4/98  
Date



CONSENT OF REGISTERED AGENT  
OF  
BROWARD INLINE HOCKEY CENTER, INC.

The undersigned, Jeffrey Hessler, Esq., whose business address is Whitelock & Williams, P.A. 316 N.E. 4th Street, Fort Lauderdale, Florida 33301, hereby accepts appointment as the registered agent of **BROWARD INLINE HOCKEY CENTER, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

By: Jeffrey Hessler  
JEFFREY HESSLER, ESQ.

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TALLAHASSEE, FLORIDA