

F00000001495

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BASELINE Sports, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

GARY L. Roberson, CPA, Controller
(Name of Person)

Baseline Sports, Inc.
(Firm/Company)

400003167964--6

-03/13/00--01153--006

****\$7.50 ****\$7.50

1309 Raleigh Ave.
(Address)

Norfolk, VA 23507
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

GARY L. Roberson at (757) 626-1520
(Name of Person) (Area Code & Daytime Telephone Number)

FILED
00 MAR 13 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	3/20/99
Availability	dec
Document Examiner	Qualification/Tax Lien Section Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399
Updater	
Updater Verifier	Enclosed is a check for the following amount: <input type="checkbox"/> \$70.00 Filing Fee <input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy <input checked="" type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy
Acknowledgement	DCC
W. P. Verifier	DCC

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

F00000001495

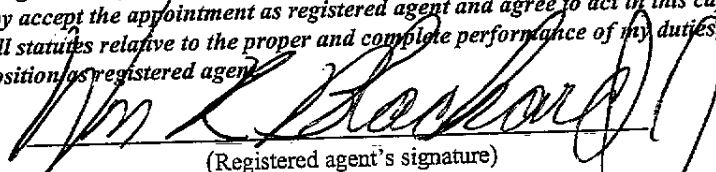
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. BASELINE Sports, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Virginia
(State or country under the law of which it is incorporated)
3. 34-1761577
(FEI number, if applicable)
4. October 13, 1994
(Date of incorporation)
5. Perpetual
(Duration. Year corp. will cease to exist or "perpetual")
6. March 2, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1309 Raleigh Ave.
Norfolk, Virginia 23507
(Current mailing address)
8. Wholesale Distribution
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: William R Blackard, Jr. ATTORNEY-AT-LAW.
Office Address: 121 W. Forsyth St., Suite 800
Jacksonville, Florida, 32202
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

FILED
00 MAR 13 AM 10:56
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: DAVID G. BARNES
Address: 1015 CHESAPEAKE AVE
HAMPTON, VA 23661

Vice Chairman: _____

Address: _____

Director: GARY L. ROBERSON, CPA
Address: 5293 FAIRFIELD BLVD
VIRGINIA BEACH, VA 23464

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: DAVID G. BARNES
Address: 1015 CHESAPEAKE AVE
HAMPTON, VA 23661

Vice President: _____

Address: _____

Secretary: GARY L. ROBERSON, CPA
Address: 5293 FAIRFIELD BLVD
VIRGINIA BEACH, VA 23464

Treasurer: GARY L. ROBERSON, CPA
Address: 5293 FAIRFIELD BLVD
VIRGINIA BEACH, VA 23464

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. GARY L. ROBERSON, Secretary

(Typed or printed name and capacity of person signing application)

FILED
00 MAR 13 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

BASELINE SPORTS, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 13, 1994.

Nothing more is hereby certified.

FILED
00 MAR 13 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Signed and Sealed at Richmond on this Date:
March 1, 2000*



Joel H. Peck
Joel H. Peck, Clerk of the Commission