

297000000859

PEEK & COBB

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
1301 RIVERPLACE BOULEVARD, SUITE 1609
JACKSONVILLE, FLORIDA 32207
TELECOPY 904 / 399-1615

FRANK A. ASHTON
JAMES E. COBB
THOMAS S. EDWARDS, JR.
DAVID H. PEEK
EUGENE G. PEEK III
WILLIAM J. SCOTT
SARAH HELENE SHARP

JACKSONVILLE 904 / 399-1609
OCALA 904 / 867-1609
PONTE VEDRA BEACH 904 / 280-1609

August 1, 1997

BY FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
George Firestone Building
Tallahassee, Florida 32301

400002259594--2
-08/06/97--01082--001
****337.50 ****337.50

Re: Articles of Organization
Sports Express Limited Company, a Florida Limited Liability Company

Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Organization with Affidavits of Membership and Contribution for the above-captioned limited liability company. Also enclosed is our firm's check for the following fees:

Filing Fee	250.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total Fees	\$ 337.50

Please file the original Articles of Organization and forward a certified copy to our offices. Thank you for your cooperation in this matter.

Very truly yours,

E. G. Peek III
Eugene G. Peek III

EGP/dmj
25890

AUG 7 1997 BSB

FILED
97 AUG -6 AM 11:43
TALLAHASSEE FLORIDA

FILED

97 AUG -6 AM 11:13

CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
SPORTS EXPRESS LIMITED COMPANY

The undersigned certify that we have associated ourselves for the purpose of becoming a limited liability company in the State of Florida in accordance with the Florida Limited Liability Company Act (Florida Statutes Chapter 608), providing for the formation, privileges, rights and immunities of limited liability companies for profit. We further declare that the following Articles of Organization shall serve as the Charter and authority for conduct of business of this limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this limited liability company shall be SPORTS EXPRESS LIMITED COMPANY, and the mailing and street address of its principal place of business shall be 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Duval County, Florida 32207, but it shall have the authority and power to establish additional offices at any other place or places as the Members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which this limited liability company is authorized to transact, shall be as follows:

1. To engage in any and all activity or business authorized under the laws of the State of Florida and its statutes.

2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles of Organization to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities of any person, entity, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles of Organization; and to hold, utilize and in any manner dispose of the property and rights so acquired by same.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department and to perform and carry out, assign, cancel or rescind any such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles of Organization and otherwise granted or permitted by the laws of the State of Florida and its statutes, while acting as agent, nominee or attorney-in-fact and agent for any person or corporation, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interests of the property and to aid, assist or

participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida and its statutes, providing for the formation, privileges, rights and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers set forth in these Articles of Organization, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the United States or the State of Florida.

7. To exercise any and all privileges, powers and rights in connection with the business, powers or actions of a limited liability company for profit not inconsistent or in contravention of the laws of the United States or the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted by this limited liability company shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the conditions and terms of any other clause. The several clauses contained in this statement of the general nature of the business or businesses to be transacted by this limited liability company shall be regarded as independent purposes and powers.

Nothing contained in these Articles of Organization shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, this limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the United States or the State of Florida, lawfully carry on, exercise or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under direction of, the Members of this limited liability company. These Articles of Organization may be amended from time to time in the Regulations of this limited liability company by a two-thirds (2/3) majority vote of the Members of this limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by one (1) or more Managers as designated by its Members from time to time. The initial Board of Managers shall consist of two (2) Managers who shall serve until the first Annual Meeting of Members of this limited liability company. The initial two (2) Managers are identified as follows:

Francis X. McDonald
1301 Riverplace Boulevard, Suite 1609
Jacksonville, Florida 32207

Eugene G. Peek III
1301 Riverplace Boulevard, Suite 1609
Jacksonville, Florida 32207

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members. Additional members may be admitted on the unanimous written consent of the existing Members and the existing Members shall determine the amount and nature of contributions by new members at the time of admission of the new members and the conditions and terms of such admission. A Member's interest in this limited liability company may not be sold or otherwise transferred except with the written consent of a two-thirds (2/3) majority of the Members of this limited liability company. On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in this limited liability company, the remaining Members shall have the right to continue the business with the remaining Members' majority consent.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions, as determined by the initial Members of this limited liability company, and thereafter by its Members as described herein, shall be paid to the limited liability company by its Members as determined by the Member's respective shares in this limited liability company. Additional contributions will be made as required for investment and business purposes upon the written consent of a two-thirds (2/3) majority of the Members of this limited liability company. Members

will make additional contributions in accordance with their respective shares in this limited liability company.

ARTICLE VII

DURATION


This limited liability company shall exist perpetually, beginning on the date these Articles of Organization are filed with the Florida Department of State, or until dissolved in a manner provided by the laws of the State of Florida and its statutes, or as provided in the Regulations adopted by the Members of this limited liability company.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The name of this limited liability company's initial registered agent is EUGENE G. PEEK III. The mailing and street address of this limited liability company's initial registered office is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Duval County, Florida 32207.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned have executed these Articles of Organization on this 31st day of July, 1997.



Francis X. McDonald



Eugene G. Peek III

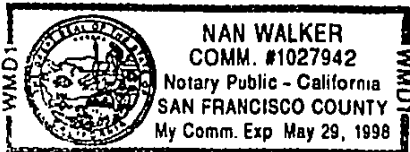
STATE OF CALIFORNIA

COUNTY OF San Francisco

The foregoing was acknowledged before me this 23rd day of July, 1997 by Francis X. McDonald, who is personally known to me or has produced the identification referenced below and who did not take an oath.

(SEAL)

My Commission Expires: 5/29/98



Nan Walker
Print: Nan Walker
Notary Public, State and County
Aforesaid.
Commission No. _____

CT XL.
Identification

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing was acknowledged before me this 31 day of July, 1997 by Eugene G. Peek III, who is personally known to me or has produced the identification referenced below and who did not take an oath.

(SEAL)

My Commission Expires:



DONNA M. JONES
My Commission CC434726
Expires Feb 14 1999

Donna M. Jones
Print: DONNA M. JONES
Notary Public, State and County
Aforesaid.
Commission No. _____

Personally Known
Identification

FILED

97 AUG -6 AM 11:13

ACCEPTANCE BY REGISTERED AGENT

TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 608.415 of the Florida Limited Liability Company Act, this limited liability company whose name is SPORTS EXPRESS LIMITED COMPANY, designates its initial registered agent and office to be Eugene G. Peek III, 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Duval County, Florida 32207. Having been named the initial registered agent for SPORTS EXPRESS LIMITED COMPANY to accept service of process for this limited liability company at the place designated in these Articles of Organization and this certificate, I hereby accept this appointment as the initial registered agent of this limited liability company and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relating to the complete and proper performance of my duties and I am familiar with and accept the obligations of my position as the initial registered agent of this limited liability company

Eugene G. Peek III

Dated: July 31, 1997

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing was acknowledged before me this 31 day of July, 1997 by Eugene G. Peek III, who is personally known to me or has produced the identification referenced below and who did not take an oath.

(SEAL)

My Commission Expires:



DONNA M. JONES
My Commission CC434726
Expires Feb 14 1999

140401, 11/19R

Donna M. Jones
Print: DONNA M. JONES
Notary Public, State and County
Aforesaid.
Commission No. _____

Personally Known
Identification

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

STATE OF FLORIDA

COUNTY OF DUVAL

In compliance with Florida Statutes Section 608.407(2), the undersigned Member of SPORTS EXPRESS LIMITED COMPANY deposes and says as follows:

1. SPORTS EXPRESS LIMITED COMPANY has at least two (2) Members.
2. The total amount of cash contributed by the Members of this limited liability company is \$500.00.
3. No property other than cash will be contributed to this limited liability company by the Members at its organization.
4. In accordance with Florida Statutes Section 608.408(3), the execution of this Affidavit constitutes an affirmation under penalty of perjury that the facts stated herein are true.

Dated: July 31, 1997


Eugene G. Peek III

Sworn to and subscribed before me
by Eugene G. Peek III, this 31 day
of July, 1997, who did take an oath.

(SEAL)


Print DONNA M. JONES
Notary Public, State and County
Aforesaid.

My Commission Expires

Personally known ☒



DONNA M. JONES
My Commission CC434723
Expires Feb 14 1999

Produced Identification ☐
Type of Identification _____

740401.7700

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

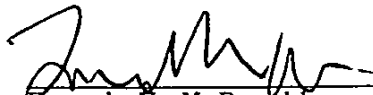
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO


In compliance with Florida Statutes Section 608.407(2), the undersigned Member of SPORTS EXPRESS LIMITED COMPANY deposes and says as follows:

1. SPORTS EXPRESS LIMITED COMPANY has at least two (2) Members.
2. The total amount of cash contributed by the Members of this limited liability company is \$500.00.
3. No property other than cash will be contributed to this limited liability company by the Members at its organization.
4. In accordance with Florida Statutes Section 608.408(3), the execution of this Affidavit constitutes an affirmation under penalty of perjury that the facts stated herein are true.

Dated: July 23, 1997


Francis X. McDonald

Sworn to and subscribed before me
by Francis X. McDonald, this 23rd day
of July, 1997, who did take an oath.


Print Nan Walker
Notary Public, State and County
Aforesaid.

Personally known ☒

Produced Identification ☒
Type of Identification CT DL

(SEAL)

My Commission Expires 5/29/98

