



THE UNITED STATES
CORPORATION
COMPANY

L97000001156

ACCOUNT NO. : 072100000032

REFERENCE : 567533 147847A

AUTHORIZATION :

COST LIMIT : ~~\$70.00~~

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 OCT 16 PM 2:22

ORDER DATE : October 16, 1997 \$285.00

ORDER TIME : 4:14 PM

ORDER NO. : 567533-005

CUSTOMER NO: 147847A

500002322725--4

CUSTOMER: Scott Alan Salomon, Esq
SALOMON AND MITTELBERG

2417 University Drive

Coral Springs, FL 33065

DOMESTIC FILING

NAME: MUNDIAL SPORTS INTERNATIONAL,
LLC.

EFFECTIVE DATE:

XXXX_ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
____ XXX_ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
97 OCT 16 PM 4:31
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1997

STACY EARNEST
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: MUNDIAL SPORTS INTERNATIONAL, LLC
Ref. Number: W97000023706

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We have received your document for MUNDIAL SPORTS INTERNATIONAL, LLC and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The TOTAL AMOUNT required to file a Florida limited liability company is \$285.00. We are RETAINING your original cover sheet. Please call or write a note authorizing us to change the cost limit amount to \$285.00.

ALSO, THE Registered Agent -- SCOTT ALAN SALOMON -- MUST SIGN a statement accepting his appointment.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 697A00050740

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I. NAME

The name of the Limited Liability Company is:
MUNDIAL SPORTS INTERNATIONAL, LLC.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office
of the Limited Liability Company is: 7025 Beracasa Way,
Boca Raton, Florida 33433.

ARTICLE III. DURATION

The period of duration for the Limited Liability
Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office
of the corporation shall be 2417 University Drive,
Coral Springs, Florida 33065, and the name of the initial
registered agent of the corporation at that address is
Scott Alan Salomon.

ARTICLE V. MANAGEMENT

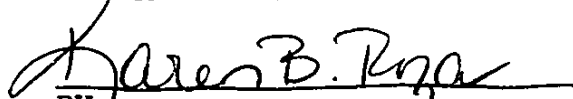
The Limited Liability Company is to be managed by the members and the name and address of the managing member are:

Member: Noel Lemon 7025 Beracasa Way
Boca Raton, FL. 33433

Member: Cheryl Ann Lemon same address

The undersigned authorized representative of a member of MUNDIAL SPORTS INTERNATIONAL, LLC. hereby executes these articles of organization on this 16TH Day of OCTOBER 1997.

CORPORATION SERVICE COMPANY



BY: Karen B. Rozar, As Its Agent
as its agent as authorized
representative of

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Scott A. Salomon, an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

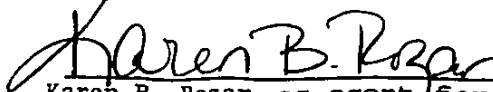
is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Scott A. Salomon

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MUNDIAL SPORTS INTERNATIONAL, LLC. deposes and says

- 1) the above named limited liability company has at least two members: Noel Lemon and Cheryl Ann Lemon
- 2) the total amount of cash contributed by the member(s) is \$500,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is 0:
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$500,000.00
- 5) the total amount of 2, 3, and 4 is: \$1,000,000



Karen B. Rozar as agent for Corporation Service Company in its capacity as authorized representative of a member of Mundial Sports LLC.

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FROM :

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13:32

#269 P.02/02

02:30 PM EDT 10/16/97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 16 PM 2:22LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of MUNDIAL SPORTS INTERNATIONAL, LLC. (the "LLC"), a Florida

limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
16th day of October, 1997.

WITNESS

SCOTT ALAN SALOMON
TYPED OR PRINTED NAME

WITNESS

STEVEN SALOMON
TYPED OR PRINTED NAME

SIGNATURE

NOEL LERON
TYPED OR PRINTED NAME