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STONE & GERKEN, P.A.

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ATTORNEYS AT LAW

4850 N. Highway 19A
Mt. Dora, Florida 32757
(352) 357-0330
Fax (352) 357-2474

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LEWIS W. STONE
SCOTT A. GERKEN
JASON E. MERRITT

MAILING ADDRESS:
Post Office Drawer 2048
Eustis, Florida 32727-2048

February 9, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Multi-Sport Training Club, Inc.

400003673974-2

400003673974-2
-02/12/01-01040-016
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Incorporation for the above-referenced not for profit corporation. Also, enclosed is a check in the amount of \$78.75 which represents your filing fee for the Articles of Incorporation, Designation of the Acceptance by Registered Agent and certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,

Scott A. Gerken

SAG:dm
Enclosures

xc: Michael J. Marconi

Put 2/13/01-

ARTICLES OF INCORPORATION
OF
MULTI-SPORT TRAINING CLUB, INC.
(A Corporation Not-For-Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida as provided in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
Name and Address

The name and street address of the initial principal office of this corporation shall be: MULTI-SPORT TRAINING CLUB, INC., 18055 U.S. Highway 441, Mount Dora , Florida 32757.

ARTICLE II
Duration

The corporation shall have perpetual existence.

ARTICLE III
Purposes

Said corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). The specific and primary purposes for which this corporation is formed are:

(a) for the advancement of charity and any other related or corresponding charitable purposes by the distribution of its funds for such purposes; and

(b) to promote, provide for, and foster amateur sports training and competition (but no part of the corporation's activities shall involve the provision of athletic facilities or equipment).

ARTICLE IV
Powers

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence

legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

- (b) No member, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the residual assets of the corporation to a Section 501(c)(3) qualified organization.
- (c) The corporation shall not engage in any prohibited activity as defined in Florida Statutes 617.0835, or as subsequently amended.

ARTICLE V **Membership**

The corporation shall have no capital stock, and shall be composed of members rather than stockholders. The membership of the corporation shall consist of the Board of Directors hereinafter provided, and their successors in office, as well as such other members as are determined and accepted by the Board of Directors as set forth further in the Bylaws.

ARTICLE VI **Incorporator**

The name and address of the original Incorporator is:

Michael J. Marconi
628 Sherwood Oaks Circle
Ocoee, Florida 34761

ARTICLE VII **Officers**

The officers of the corporation shall consist of a President, Vice-President, a Secretary and a Treasurer and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially called meeting. The names and addresses of the first officers who shall manage the affairs of the

corporation until their successors are elected or appointed and are duly qualified are:

	<u>Name</u>	<u>Address</u>
President:	Michael J. Marconi	628 Sherwood Oaks Circle Ocoee, Florida 34761
Vice President:	James Climenhaga	1240 S. Vineland, Apt. M-3 Winter Garden, Florida 34787
Secretary:	Kenneth E. LaRoe	2001 Abrams Road Eustis, Florida 32726
Treasurer:	Robert White	1320 Morningside Drive Mount Dora, Florida 32757

ARTICLE VIII
Board of Directors

Control of the affairs of the corporation shall be vested in the Board of Directors consisting of not less than three (3) Directors, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of Directors may be increased or decreased, by a two-thirds (2/3) vote of the Board of Directors, but shall never be less than three (3) Directors. The initial Board of Directors shall be composed of four (4) Directors. The Board of Directors shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies on the Board of Directors shall be filled by a two-thirds (2/3) vote of the remaining members of the Board. Any members of the Board of Directors elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting of the Board of Directors. Each member of the Board of Directors need not be a member of the corporation as a condition precedent to election or appointment to the Board. The names and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Michael J. Marconi	628 Sherwood Oaks Circle Ocoee, Florida 34761
James Climenhaga	1240 S. Vineland, Apartment M-3 Winter Garden, Florida 34787
Kenneth E. LaRoe	2001 Abrams Road Eustis, Florida 32726
Robert L. Porter	1203 Marshall Court Eustis, Florida 32726

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ARTICLE IX
Informal Action

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE X
Amendments of Bylaws and Articles of Incorporation

The Bylaws and Articles of Incorporation may be amended or repealed by the Board of Directors by a seventy five percent (75%) vote at any regular or special meeting of the Board of Directors. All proposed Amendments shall be submitted to each member of the Board of Directors at least ten (10) days prior to the meeting date.

ARTICLE XI
Registered Office and Agent

The street address of the corporation's initial registered office shall be:

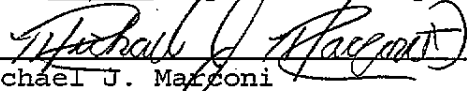
628 Sherwood Oaks Circle
Ocoee, Florida 34761

The registered agent shall be:

Michael J. Marconi

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator certifies to the truth of the facts herein stated, this 9 day of February, 2001.


Michael J. Marconi

ACCEPTANCE

I hereby accept appointment as Registered Agent of **MULTI-SPORT TRAINING CLUB, INC.**

Dated: February 9, 2001.


Michael J. Marconi