SMITH, METCALE AGUILAR & SIERON, P.A.

ATTORNEYS AT LAW
1677 WELLS ROAD, SUITE D
P. O. BOX 855
ORANGE PARK, FLORIDA 32067-0855

LARRY SMITH FRANK B. METCALF ROBERT AGUILAR MARK A. SIERON September 10, 2001

TELEPHONE: (904) 264-6000 TELECOPIER: (904) 264-9223

VIA OVERNIGHT DELIVERY

Secretary of State 409 East Gaines Street Tallahassee, Florida 32399

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Re:

Jacksonville Basketball League, Inc.;

Dear Sir or Madam:

In connection with the above-referenced corporation, enclosed please find the original and one copy of the Articles of Incorporation to be filed with the Secretary of State. I also enclosed our firm check payable to the Secretary of State in the amount of \$78.75 for the cost of the filing fee.

Thank you for your assistance. Should you need any further information, please do not hesitate to contact this office.

Sincerely yours,

Mark Sieron

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF JACKSONVILLE BASKETBALL LEAGUE, INC. A FLORIDA NON-PROFIT CORPORATION

ARTICLE I. NAME

The name of this Corporation shall be JACKSONVILLE BASKETBALL LEAGUE, INC. The principal address is PMB 385, State Rd 13 North, #26, Jacksonville, FL 32259.

ARTICLE II. DURATION

The term of existence of this Corporation is perpetual, commencing on the date of filing these Articles of Incorporation with the Secretary of State.

ARTICLE III. PURPOSE

The purpose for which this corporation is organized is as follows: To provide a wholesome atmosphere to enhance the development of youth basketball. The purposes for which this corporation is organized are exclusively charitable, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions thereof.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future of any future United States Internal Revenue Law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponsing sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose.

ARTICLE IV. DIRECTORS

There shall be three (3) directors initially. The number of directors may be increased from time to time by the By-Laws if the Corporation, but there shall never be less than three.

The original Board of Directors shall be the individuals whose names and addresses are listed below:

Mark A. Sieron 1677 Wells Road, Suite D Orange Park, Florida 32073

William Martin 6817 Norwood Avenue Jacksonville, Florida

Benny Davis PMB 385, State Road 13 North, #26 Jacksonville, Florida 32259

V. MANNER OF ELECTION

The Officers and/or Directors of the corporation shall be elected in a manner proscribed by the By-Laws.

VI. ARTICLE V. MEMBERS

The corporation shall have members rather than shareholders. Members of the corporation will qualify for admission if they meet the requirements as promulgated by the By-Laws.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 1677 Wells Road, Suite D, Orange Park, Florida 32073 and the initial registered agent at that address shall be Mark Sieron.

ARTICLE VIII. INCORPORATORS

The name and address of the subscribers of these Articles of Incorporation are the individuals who have executed these Articles of Incorporation and whose addresses are shown under their respective names.

ARTICLE IX. CONDUCT OF CORPORATE AFFAIRS

The conduct of the affairs of the Corporation will be managed by the President, Vice-President, Secretary and Treasurer of the Corporation. Any conveyance of title to real or personal property owned by the corporation shall be executed by the President or Vice-President and attested to by the Secretary. Officers of the corporation shall be elected at the annual meeting of the corporation unless a special meeting is called for the purpose of electing an officer or officers.

ARTICLE X. BY-LAWS

By-Laws of the Corporation are to be made, approved, altered or rescinded by a majority vote of the membership.

ARTICLE XI. AMENDMENTS TO THE ARTICLES

Amendments to the Articles of Incorporation may be proposed by any member and shall be adopted following a two-thirds affirmative vote by those members present at the meeting at which said proposed amendment is discussed.

IN WITNESS WHEREOF, I have subscribed my name on the date indicated alongside the space provided.

Date: Aptimbre 10, 2001

STATE OF FLORIDA

On this 10th day of September, 2001, personally appeared Mark Sieron, who executed the foregoing Articles of Incorporation, and who is personally known to me or who has produced the following form of identification:

IN WITNESS WHEREOF, I have hereunto set my fland and official seal.

Notary Public State of Identification My Commission Expires November 17, 2001

Notary Public State of Identification My Commission Expires November 17, 2001

My Commission Expires My Commission Expires November 17, 2001

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF SEP 1 AM 8: 26

SECRETARY OF STATE TALLAHASSEE, FLORIDA

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - JACKSONVILLE BASKETBALL LEAGUE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Orange Park, County of Clay, State of Florida, has named Mark Sieron, located at 1677 Wells Road, Suite D, Orange Park, Florida 32073, County of Clay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Mark Sieron