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ATTORNEYS AT LAW
SLATER & YOUNG, P.A.

SEIN PROFESSIONAL CENTER
36402 U.S. HIGHWAY 19 NORTH
PALM HARBOR, FLORIDA 34684

JAMES L. SLATER
BRUCE R. YOUNG

PINELLAS (727) 787-7773
PASCO (727) 372-0677
FAX (727) 787-7668

December 9, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: CLEARWATER HEATWAVE BASKETBALL, INC., a Florida not-for-profit corporation

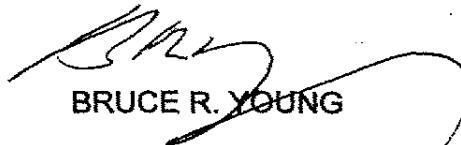
Dear Sir/Madam:

Enclosed please find the following for filing the above-referenced corporation:

1. Original and one (1) copy of Articles of Incorporation;
2. Original Certificate of Designation of Registered Agent/Registered Office;
and
3. A check in the amount of \$78.75 for your filing fee and a certified copy of the Articles of Incorporation.

I would appreciate receiving a certified copy of the Articles of Incorporation at your earliest opportunity. Thank you for your assistance in this matter.

Sincerely,



BRUCE R. YOUNG

BRY/kat
Enclosures

ARTICLES OF INCORPORATION
OF
CLEARWATER HEATWAVE BASKETBALL, INC.
A CORPORATION NOT FOR PROFIT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I--NAME

The name of this corporation is CLEARWATER HEATWAVE BASKETBALL, INC.

ARTICLE II--PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be
1132 Wyatt Street, Clearwater, Florida 33756

ARTICLE III--PURPOSE

This corporation is organized for the purpose of transacting any or all lawful
business as a youth basketball league.

ARTICLE IV--MANNER OF ELECTION

Directors shall be elected or appointed in the manner provided in the Bylaws of
this corporation.

ARTICLE V--INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 36402 U.S.
Highway 19 North, Palm Harbor, Florida 34684, and the name of the initial registered
agent of this corporation at that address is BRUCE R. YOUNG.

ARTICLE VI--INITIAL BOARD OF DIRECTORS

This corporation shall have eight (8) director(s) constituting the initial Board of
Directors. The number of directors may be either increased or decreased from time to


time by the bylaws, however, there shall never be less than three (3) Directors. The names and addresses of the initial Board of Directors of the corporation are:

CHRISTOPHER R. HALL	President/Director	1132 Wyatt Street Clearwater, FL 33756
KENNETH McKELLAR	Vice President/Director	1258 Bayview Drive Clearwater, FL 33756
LADWAYNA GILGHREST	Program Coordinator/ Secretary/Director	1555 Long Street Clearwater, FL 33755
KARMEELEYAH MCGILL	Treasurer/Director	15114 Trail Creek Place Tampa, FL 33625
CRYSTAL ASHLEY	Director	1435 M.L.K. Street North Safety Harbor, FL 33695
JEFF JONES	Director	1400 Heaven Sent Lane Clearwater, FL 33755
DARIEN DUBLIN	Director	1896 Paradise Lane Clearwater, FL 33756
EDDIE PASSMORE	Director	3642 Chatham Drive Palm Harbor, FL 34684

ARTICLE VII-INCORPORATORS

The name and address of the Incorporator signing these articles is CHRISTOPHER R. HALL, 1132 Wyatt Street, Clearwater, Florida 33756.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 10th day of January, 2003.

CLEARWATER HEATWAVE
BASKETBALL, INC., a Florida not-for-
profit corporation,
By: 
CHRISTOPHER R. HALL, President
Incorporator

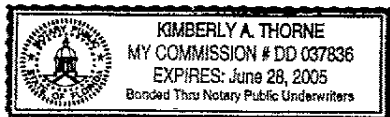
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CHRISTOPHER R. HALL, President of CLEARWATER HEATWAVE BASKETBALL, INC., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 10th day of January, 2003.


NOTARY PUBLIC, State of Florida at Large

My commission expires:



**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is CLEARWATER HEATWAVE BASKETBALL, INC.
2. The name and address of the registered agent and office is:

**BRUCE R. YOUNG
36402 U.S. HIGHWAY 19 NORTH
PALM HARBOR, FLORIDA 34684**

HAVING BEEN NAME AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



BRUCE R. YOUNG, Registered Agent

Date: 12/9/02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA