



THE COMPANY CORPORATION

Three Christina Centre • 201 N Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax: (302) 575-1346

June, 1995
N95000002914

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee FL 32314

RE: S&S Sports Club Inc.
P3304029S&DEG

900001520439
-06/22/95--01041--007
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, Certificate of Acceptance and our check(es) in the amount of \$70.00 for S&S Sports Club Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 209 with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett
Bonnie J. Bennett

enc.

FILED
55 JUN 15 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/19

ARTICLES OF INCORPORATION
of
S&S Sports Club Inc.
A Non-Stock, Non-Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- I. The name of the corporation is S&S Sports Club Inc.
- II. Its registered office in the State of Florida is located at 200 A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The registered agent in charge thereof is Larry Wolfe.
- III. The address of the principal office of the corporation and mailing address is 2922 N Roosevelt Blvd., Key West FL 33040
- IV. This is a non-stock, non-profit corporation. The purpose of the corporation is to engage in any lawful act or activity for which non-profit corporations may be organized under the laws of the state of Florida, specifically engaging in missionary and ministry work.

Said corporation is organized exclusively for charitable, religious, education, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- V. The manner of election of directors shall be identified in the by-laws.
- VI. The name and mailing address of the incorporator is:

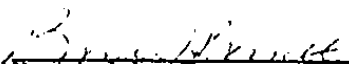
Bonnie J. Bennett c/o The Company Corporation, 201 N. Walnut St.,
Wilmington DE 19801

- VII. 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 Three hereof. No part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to 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 1954 (or 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 1954 (or the corresponding provision of any future United States Internal Revenue Law.

- VIII. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization(s) operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such designated purposes.
- IX. The corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

Dated: June 7, 1995


Bonnie J. Bennett

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is
submitted:

First, this S&S Sports Club Inc.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Key West, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.


Larry Wolfe

June 7, 1995
Date

95 JUN 15 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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