

N960000002797

127 OFFICES
BRAD GLOVSKY

7771 W. Oakland Park Blvd.
Atrium West, Suite 205
Sunrise, Florida 33351

Telephone: (954) 746-9801
Fax: (954) 749-0629

May 6, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

800001818548
-05/13/96--01044--0:7
***122.50 ***122.50

Re: CMD SPORTS, INC.

To whom it may concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named Florida not-for-profit corporation. Please also find enclosed a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy fee	\$52.50
Registered Agent fee	\$35.00

Please file the enclosed Articles of Incorporation and return the certified copy of same to me.

Yours very truly,


Brad Glovsky

Enclosures

W96-1045
509
634

LAW OFFICES

BRAD GLOVSKY

7771 W. Oakland Park Blvd.
Atrium West, Suite 205
Sunrise, Florida 33351

Telephone: (954) 746-9801
Fax: (954) 749-0629

May 20, 1996

Division of Corporation
Florida Dept. of State
P.O. Box 6327
Tallahassee, FL 32314

Re: CMD SPORT, INC.
Ref. Number W96000010454

Attn: Kathy Hyman

Dear Ms. Hyman:

Enclosed please find the corrected documents for CMD SPORTS, INC. listing a mailing address for the principal office and correcting the name of the corporation throughout the document.

Sincerely,



Brad Glovsky

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 16, 1996

BRAD GLOVSKY
7771 W. OAKLAND PARK BLVD.
ATRIUM WEST, SUITE 205
SUNRISE, FL 33351

SUBJECT: CMD SPORTS, INC.
Ref. Number: W96000010454

We have received your document for CMD SPORTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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 (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 296A00024410

ARTICLES OF INCORPORATION

OF

CMD SPORTS, INC.

(Under Chapter 617 of the Florida Not-For-Profit Corporation Act)

The undersigned acting as incorporator of a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation of such corporation.

ARTICLE ONE

The name of the Corporation is CMD SPORTS, INC. (hereinafter the "Corporation").

ARTICLE TWO

The term of existence of the Corporation is perpetual.

ARTICLE THREE

The Corporation is organized exclusively for one or more of the following purposes:

1. Religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provisions of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3) of the Code.

2. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to

time persons, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association or trust is organized and operated exclusively for charitable, religious, educational, humanitarian or scientific purposes within the meaning of Code Section 501 (c) (3) or to corresponding provisions of any subsequent Federal tax law.

In furtherance of the above enumerated purposes and functions, the Corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

With respect to all of the foregoing purposes, however, the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall not be operated for pecuniary profit or financial gain and no part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), nor shall any of such net earnings be used otherwise than for charitable, religious, educational, humanitarian or scientific purposes, nor shall any part of the activities of the Corporation consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for

public office.

(b) Upon the liquidation or dissolution of the Corporation or the winding up of its affairs, whether voluntary, involuntary or by operation of law, no director or officer of the Corporation or any other individual shall be entitled to any distribution or division of its remaining property or the proceeds of the same, and the balance of all money and other property received by the Corporation from any source, including its operations, after the payment of all debts and obligations of the Corporation of whatever kind and nature, shall be distributed to an organization or organizations which are exempt from Federal income tax under Code Section 501 (c) (3), and purposes of which are in harmony with the general purposes set forth in this ARTICLE THREE of these Articles.

(c) The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Code Section 501 (c) (3) or by Section 170 (c) (2).

(d) For any period in which the Corporation is a private foundation within the meaning of Code Section 509 (a), the Corporation shall also be subject to the following additional limitations:

(1) The Corporation shall not engage in act of self-dealing which is subject to tax under Code Section 4941.

(2) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Code

Section 4942.

(3) The Corporation shall not retain any excess business holdings which are subject to tax under Code Section 4943.

(4) The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes as to subject the Corporation to tax under Code Section 4944.

(5) The Corporation shall not make any expenditures which are subject to tax under Code Section 4945.

(a) The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the foregoing purposes, subject to such limitations as are provided by law.

ARTICLE FOUR

The principal office of the Corporation is to be located at 883 Garnet Circle, Ft. Lauderdale, FL 33326.

ARTICLE FIVE

There shall be three (3) members of the Initial Board of Directors of the Corporation. The number of directors may be increased or decreased from time to time by the Board of Directors but the number of directors shall never be less than three (3). The names and addresses of the Initial Directors of the Corporation until the first annual meeting of the Board of Directors are as follows:

CHARLES PULERI
883 Garnet Circle
Ft. Lauderdale, Florida 33326

MAURICE DUBUC
15840 Westwind Circle
Ft. Lauderdale, Florida 33326

LENNY BOGUSLAW
2919 Bahama Drive
Miramar, Florida 33023

The election of the Directors of the Corporation need not be by written ballot unless the By-Laws of the Corporation otherwise provide.

ARTICLE SIX

Charles Puleri is designated as registered agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process served upon him as agent of the Corporation is:

883 Garnet Circle
Ft. Lauderdale, Florida 33326

ARTICLE SEVEN

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock. There initially will be no members. If members are subsequently provided for, the qualifications shall be stated in the By-Laws of the Corporation.

ARTICLE EIGHT

The By-Laws of the Corporation are to be made, altered or rescinded as provided therein.

ARTICLE NINE

These Article of Incorporation may be amended by the act of the Directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE TEN

The Corporation shall, to the fullest extent permitted by the provisions of the General Corporation Law of Florida, as now or hereafter in effect, indemnify all persons whom it may indemnify under such provisions. The indemnification provided by this ARTICLE TEN shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled,

whether as a matter of law, under the By-Laws of the Corporation, by agreement, vote of the members of disinterested Directors of the Corporation or otherwise.

ARTICLE ELEVEN

The name and address of the incorporator is Charles Puleri, 803 Garnet Circle, Ft. Lauderdale, Florida 33326.

WITNESS the hand and seal of said incorporator this 28 day of April, 1996.

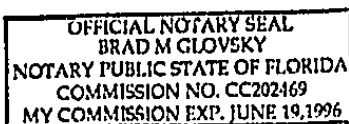
Charles Puleri
CHARLES PULERI

The foregoing instrument was acknowledged before me this 28 day of April, 1996, by CHARLES PULERI, the incorporator of the foregoing Articles, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath and who acknowledged before me that he made and subscribed the foregoing Articles as his voluntary act and deed, and that the facts therein set forth are true and correct.

BRAD M. GLOVSKY
NOTARY PUBLIC

My commission expires:

BRAD M. Glovsky
Print name of Notary



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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act: That
CMD SPORTS, INC. desiring to
organize under the laws of the State of Florida with its principal
office in the County of Broward, State of Florida, has named
Charles Puleri, located at 883 Garnet Circle, Ft. Lauderdale,
Florida 33326, as its agent to accept service of process within
this State.

Having been named to accept service of process for the stated
corporation, at a 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.

Charles Puleri

CHARLES PULERI

(Registered Agent)