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N 980000004614
May 20, 1998

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

500002531485--2
-05/21/98--01050--019
*****70.00 *****70.00

Re: **Play It Again Sports, Inc.**

EFFECTIVE DATE
5-20-98

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation with reference to the above-captioned matter.

Also enclosed please find our check in the amount of \$70.00 which covers the following:

Filing Fee	\$35.00
Registered Agent Fee	<u>35.00</u>
	\$ 70.00

Kindly file same and return the copy to me marked "filed."

Thank you for your cooperation in this matter.

Very truly yours,

Kenia R. Alfonso
KENIA R. ALFONSO
Secretary to John L. Remsen

FILED
98 MAY 21 PM 4:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

/kra
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 11, 1998

ANGEL NUNEZ, ESQ.
IGLESIA DE DIOS MINISTERIAL
10550 NW 77 COURT, STE. 217-218
HIALEAH GARDENS, FL 33016

SUBJECT: PLAY IT AGAIN SPORTS, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P98000046892) corporation. Please be advised, we have corrected our records to reflect this corporation as a NONPROFIT corporation and assigned new document number N98000004614 with the original file date of May 21, 1998, effective May 20, 1998.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Sharon Davis
Document Specialist Supervisor
New Filings Section

Letter number: 298A00041701

ARTICLES OF INCORPORATION
OF
PLAY IT AGAIN SPORTS, INC.

FILED
98 MAY 21 PM 4:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber, for purposes of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

EFFECTIVE DATE
5-20-98

The name of the proposed corporation shall be PLAY IT AGAIN SPORTS, INC., located at 2770 South Garden Drive, #101, Lake Worth, Florida 33461.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purposes

The principal objectives and purposes for which this corporation is formed are as follows:

A. To acquire non-violent sports equipment, articles and games for deserving youth, and distribute same through scholastic and amateur coaches and civic organizations; to solicit monetary contributions from amateur and professional athletic organizations and players, civic clubs and groups, foundations and individuals, to enable the corporation to accomplish its objectives.

B. For charitable, educational and scientific purposes, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code or the corresponding section(s) of any future federal tax code and have the purpose set forth in Section A of this Article.

C. Anything in these Articles of Incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation are organized are limited to (i) those that will qualify it as an exempt organization under Internal Revenue Code, Section 501(c) (3) and (ii) those permitted by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code or corresponding section(s) of any future federal tax code.

D. The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. 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.

E. No part of the earnings, properties or assets of this corporation on dissolution or otherwise shall inure to the benefit or be distributable to any members, trustees, officers or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

ARTICLE IV

Incorporator

The name and residence of the incorporator to these Articles of Incorporation is as follows:

Jay Lawlor	2770 South Garden Drive, #101
	Lake Worth, Florida 33461.

ARTICLE V

Membership

The corporation shall have no members.

ARTICLE VI

Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have at least three (3) directors. The number of directors herein provided for may be changed pursuant to Florida Statutes by a bylaw duly adopted by the Board of Directors. Directors shall be elected in a manner and for terms in accordance with the bylaws of the corporation.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the selection and qualification of their successors are:

Jay Lawlor	2770 South Garden Drive, #101 Lake Worth, Florida 33461
John J. Barry	1527 South Flagler Drive, #214F West Palm Beach, Florida 33401
Buck Kinnaird	342 Southwind Drive, #208 North Palm Beach, Florida 33408.

B. Elective Officers. The officers of this corporation shall be a president, secretary and treasurer. Other offices and officers may be established or appointed by the Board of Directors of this corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

ARTICLE VII

Location of Registered Agent

The address of this corporation's initial registered office in the State of Florida is 2770 South Garden Drive, #101, Lake Worth, Florida 33461.

The name of this corporation's initial registered agent at the above address is Jay Lawlor.

ARTICLE VIII

Bylaws

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended, altered, rescinded or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on all directors and officers of this corporation.

ARTICLE IX

Amendment of Articles

The corporation reserves the right to amend or repeal any provisions of these Articles, and any such amendment shall be approved by the majority vote of the Board of Directors entitled to vote thereon.

ARTICLE X

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of any director shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

ARTICLE XI

Dissolution

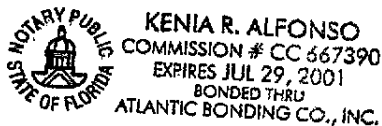
Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. In the event the assets are not so distributed, they shall revert to an escrow account for a period of three (3) years to allow time for reorganization, and if reorganization is not accomplished in that length of time, the assets shall then be distributed to the foregoing April 29, 1998 distributees.

IN WITNESS WHEREOF, the undersigned, being the original subscriber and incorporator to the corporation hereinbefore named, for the purpose of forming a corporation not for profit for the purpose of operating within and without the State of Florida, under the laws of the State of Florida (specifically Part I of Chapter 617), makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 20 day of May, 1998.


JAY LAWLOR
Subscriber/Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20 day of May, 1998,
by Jay Lawlor, who is personally known to me or who has produced Florida Driver's license
(type of identification) as identification and who did (not) take an oath.



Kenia R. Alfonso
KENIA R. ALFONSO (Printed Name)
Notary Public

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Jay Lawlor
Jay Lawlor, Registered Agent

FILED
98 MAY 21 PM 4:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA