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WRITER'S DIRECT DIAL NO.:
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H. IRWIN LEVY
RETIRED

October 21, 1998

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

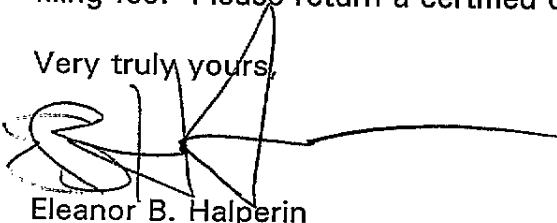
RE: Club West Volleyball, Inc. Articles of Incorporation

Dear Sir/Madam:

800002671198--8
-10/23/98--01058--016
122.50 **78.75

Enclosed is the original and copy of Articles of Incorporation for the above-referenced corporation together with our check in the amount of \$122.50 for the filing fee. Please return a certified copy of the filed Articles to the undersigned.

Very truly yours,



Eleanor B. Halperin

EBH/trc
Enc.

FILED
98 OCT 23 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-10/26/98

**ARTICLES OF INCORPORATION
OF
CLUB WEST VOLLEYBALL, INC.**

FILED
98 OCT 23 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation shall be CLUB WEST VOLLEYBALL, INC.

ARTICLE II
Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be 1400 CENTREPARK BOULEVARD, SUITE 1000, WEST PALM BEACH, FL 33401.

ARTICLE III
Purpose

The specific purposes for which the corporation is organized are:

To foster national or international amateur sports competition, and to conduct national or international amateur competition in sports or to support and develop amateur athletes for such competitions.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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, or corresponding section of any future federal tax code.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 the Articles.

ARTICLE IV

Directors

The number of initial directors of this corporation shall be three (3), and the names and addresses of the initial directors are as follows:

Richard Loiselle
1917 Canterbury Circle, Wellington, FL 33414

Gary Kornfeld
14444 Halter Road, Wellington, FL 33414

Jill Merrill
12799 West Forest Hill Blvd., Wellington, FL 33414

The method of election of the Directors shall be stated in the Bylaws.

ARTICLE V

Duration

The period of the duration of this corporation is perpetual.

ARTICLE VI

Members

This corporation shall have no members.

ARTICLE VII

Dedication of Assets

Upon dissolution of this corporation, its assets remaining after payments, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII

Initial Registered Agent and Street Address

The name and address of the initial registered agent is: Eleanor B. Halperin, 1400 Centrepark Boulevard, Suite 1000, West Palm Beach, Florida 33401.

ARTICLE IX
Incorporator

The name and street address of the Incorporator for these Articles of Incorporation is:
Eleanor B. Halperin, 1400 Centrepark Boulevard, Suite 1000, West Palm Beach, Florida
33401.

The undersigned Incorporator has executed these Articles of Incorporation this
21 day of October, 1998.

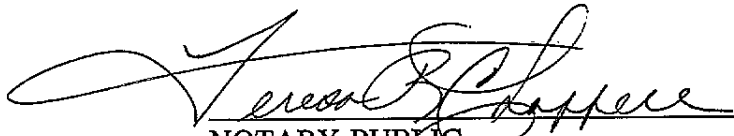


ELEANOR B. HALPERIN, Incorporator

STATE OF FLORIDA)
)SS.:
COUNTY OF PALM BEACH)

Before me personally appeared Eleanor B. Halperin to me well known and known to
me to be the person described in and who executed the foregoing instrument, and she
acknowledged to and before me that she executed said instrument for the purposes therein
expressed. She is personally known to me or produced _____
_____ as identification.

WITNESS my hand and official seal this 21st day of October, 1998.

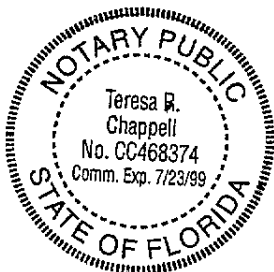


NOTARY PUBLIC

(NOTARIAL IMPRESSION SEAL)

My Commission Expires:

7/23/99



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTRATION OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

CLUB WEST VOLLEYBALL, INC.

2. The name and address of the registered agent and office is:

ELEANOR B. HALPERIN
1400 Centrepark Boulevard, Suite 1000
West Palm Beach, FL 33401

98 OCT 23 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

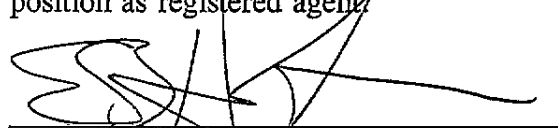

ELEANOR B. HALPERIN, Incorporator

10/21/98
Date

ACCEPTANCE

Having been named 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.

Dated: 10/21/98


ELEANOR B. HALPERIN