

P00000025601

BELSON & LEWIS
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

STEVEN A. BELSON, P.A.²
RONALD LEWIS, P.A.^{3, 4}
LAURA E. PECK
LISA B. SIEGEL¹
ALLAN R. LIPMAN^{4, 5}

1 CERTIFIED PUBLIC ACCOUNTANT
2 LL.M. TAXATION
3 ALSO ADMITTED CONNECTICUT BAR
4 ALSO ADMITTED NEW YORK BAR
5 OF COUNSEL

February 28, 2000

NATIONSBANK BUILDING
2000 GLADES ROAD, SUITE 306
BOCA RATON, FL 33431

TELEPHONE 561-750-7600
FACSIMILE 561-750-6602

www.lawyers.com/belson&lewis
www.snowbirdguide.com

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

100003158961--6
-03/06/00--01125--006
*****113.75 *****70.00

Re: **PLAYERS CLUB SOFTBALL, INC.**

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of Articles of Incorporation of PLAYERS CLUB SOFTBALL, INC. and Certificate Designating Place of Business or Domicile for Service of Process within the State of Florida Naming Agent Upon Whom Process May Be Served for filing. Also enclosed is a check from our firm payable to the Secretary of State in the amount of \$113.75, for the filing fee of \$78.75 and the Registered Agent fee of \$35.00.

Please file the original documents immediately and date-stamp and return the copies to the undersigned in the self-addressed, stamped envelope provided. Please provide the undersigned with acknowledgment of filing via facsimile as soon as possible.

Thank you for your assistance in this matter.

Very truly yours,

BELSON & LEWIS

Steven A. Belson

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR -6 PM 1:25

FILED

SAB:gb

Encls.

T:\Wpdocs\CORP\Players\CORPLTR.WPD

F. CHESLER

MAR 13 2000

ARTICLES OF INCORPORATION
OF
PLAYERS CLUB SOFTBALL, INC.

FILED
00 MAR -6 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be PLAYERS CLUB SOFTBALL, INC.

ARTICLE II - DURATION

This corporation shall commence existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - PURPOSE & POWERS

Except as restricted by these Articles of Incorporation, this corporation is organized for each and every legal and lawful purpose for which a corporation may be organized under Florida law.

Except as restricted by these Articles of Incorporation, this corporation shall have and may exercise all powers and rights which a corporation may exercise under Florida law or under the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is c/o Jim Hendrick, 8701 Estate Drive, West Palm Beach, Florida 33411.

Prepared by:
Steven A. Belson, Esq.
Belson & Lewis
NationsBank Building
2000 Glades Road, Suite 306
Boca Raton, FL 33431

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office for this corporation are:

Steven A. Belson, Esq.
Belson & Lewis
NationsBank Building
2000 Glades Road, Suite 306
Boca Raton, FL 33431

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles of incorporation are:

Steven A. Belson, Esq.
Belson & Lewis
NationsBank Building
2000 Glades Road, Suite 306
Boca Raton, FL 33431

ARTICLE VIII - SUB-CHAPTER S-ELECTION

It is the intention of this Corporation to be treated as an electing small business corporation (Sub-Chapter S Corporation) and to accomplish same, will comply with the provisions of Section 1372 of the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE IX - BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors consisting of one (1) Director. The number of Directors may be changed from time to time by the Bylaws of the corporation, provided that the Board of Directors shall at all times have no less than one (1) Director and no more than three (3) Directors.

ARTICLE X - BYLAWS

The Bylaws of this corporation may be adopted, amended, altered or repealed by the Board of Directors.

ARTICLE XI - INDEMNIFICATION

This corporation may indemnify its officers and directors to the fullest extent permitted under Florida law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend, alter or repeal any provision contained in these articles of incorporation by majority vote of the shareholders of the corporation, provided that the same be accomplished in accordance with the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of February, 2000.


STEVEN A. BELSON, ESQ., Incorporator


[illegible]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments in the state and county aforesaid, personally appeared STEVEN A. BELSON, ESQ. as Incorporator, who is personally known to me and he acknowledged before me that he executed the same.

WITNESS my hand and seal this 29 day of February, 2000.



Lisa B. Siegel
Commission # **GC 881076**
Expires **Dec. 3, 2003**
Bonded Thru
Atlantic Bonding Co., Inc.


 NOTARY PUBLIC
 Print Name: Lisa B. Siegel
 Comm. Exp.: 12-3-2003
 Comm. No.: _____


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

The following is submitted as required under Section 48.091, Florida Statutes:

That PLAYERS CLUB SOFTBALL, INC. desiring to organize under the laws of the State of Florida, with its principal place of business at c/o Jim Hendrick, 8701 Estate Drive, West Palm Beach, Florida 33411, has named Steven A. Belson, Esq. 2000 Glades Road, Suite 306, Boca Raton, Florida 33431 as the Corporation's Registered Agent to accept service of process within the State of Florida.

That the undersigned, having been named to accept service of process for the Corporation named above, at the place designated in this certificate, hereby agrees to act in such capacity and to comply with all provisions contained in the Florida Statutes concerning the proper and complete performance of the undersigned's duties as Registered Agent.

Date: Feb. 29, 2000



STEVEN A. BELSON, ESQ.
Registered Agent

T:\WPDOCS\CORP\PLAYERS\CERTIF-1.WPD

FILED
00 MAR -6 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA