

FROM

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Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**AthleteAdvance, Inc.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF

**AthleteAdvance, Inc.**

THE UNDERSIGNED, acting as the sole Incorporator of AthleteAdvance, Inc. ("Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "Act"), as hereafter amended and modified, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the Corporation is: AthleteAdvance, Inc.

ARTICLE II. BUSINESS AND ACTIVITIES

Section 2.01 The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

Section 3.01 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 40,000,000 shares, of which 35,000,000 shares shall be Common Stock having a par value of \$0.001 per share ("Common Stock") and 5,000,000 shares shall be Preferred Stock, \$0.001 par value per share ("Preferred Stock"). The Board of Directors is expressly authorized, pursuant to, and within the limitations of Sections 607.0601 and 607.0621 of the Act, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation.

Section 3.02 Common Stock.

- (a) Relative Rights. The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock as set forth in these Articles of Incorporation and in any certificate of designation that may hereafter be filed pursuant to Section 607.0601 of the Act to establish the respective class or series of the Preferred Stock. Except as otherwise provided in these Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.
- (b) Voting Rights. Except as (i) otherwise provided in these Articles of Incorporation, (ii) otherwise provided by the Act; and (iii) may be determined by the Board of Directors with respect to the Preferred Stock, only the holders of Common Stock shall be entitled to vote for the election of directors of the Corporation and for all other corporate purposes. Upon any such vote, each holder of Common Stock shall, except as otherwise provided by the Act, be entitled to one vote for each share of Common Stock held by such holder.

Scott Farrell, Esquire  
Florida Bar # 140971  
Foley & Lardner  
100 N. Tampa Street, Suite 2700  
Tampa, Florida 33602  
Phone 813-229-2300

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- (c) Dividends. Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock and any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.
- (d) Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

Section 3.03 Preferred Stock.

- (a) Issuance, Designations, Powers, Etc. The Board of Directors is expressly authorized, subject to the limitations prescribed by the Act and the provisions of these Articles of Incorporation, to provide, by resolution and by filing a certificate of designation which, pursuant to Section 607.0601 of the Act shall be effective without shareholder action, for the issuance from time to time of the shares of the Preferred Stock in one or more classes or series, to establish from time to time the number of shares to be included in each such class or series, and to fix the designations, powers, preferences and other rights of the shares of each such class or series and to fix the qualifications, limitations and restrictions thereon, including, but without limiting the generality of the foregoing, the following:
- (i) the number of shares constituting that class or series and the distinctive designation of that class or series;
  - (ii) the dividend rate on the shares of that class or series, whether dividends shall be cumulative, noncumulative or partially cumulative and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that class or series;
  - (iii) whether that class or series shall have voting rights, in addition to the voting rights provided by the Act, and, if so, the terms of such voting rights;
  - (iv) whether that class or series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

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- (v) whether or not the shares of that class or series shall be redeemable, and, if so, the terms and conditions of such redemption, including the dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (vi) whether that class or series shall have a sinking fund for the redemption or purchase of shares of that class or series, and, if so, the terms and amount of such sinking fund;
- (vii) the rights of the shares of that class or series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series; and
- (viii) any other relative powers, preferences, and rights of that class or series, and qualifications, limitations or restrictions on that class or series.

**Section 3.04 Dissolution, Liquidation, Winding Up.** In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock of each class or series shall be entitled to receive only such amount or amounts as shall have been fixed by these Articles of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issuance of such class or series.

**Section 3.05 No Preemptive Rights.** Except as provided in these Articles of Incorporation or as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

#### ARTICLE IV. BOARD OF DIRECTORS

**Section 4.01 Number.** The number of directors of the Corporation shall be as fixed from time to time by or pursuant to these Articles of Incorporation or by bylaws of the Corporation (the "Bylaws"). Each director shall serve until such director's successor is duly elected and qualified or until such director's earlier death, resignation, or removal. At each annual meeting of the shareholders, the directors shall be elected to hold office for a term expiring at the annual meeting of the shareholders held in the following year of their election and until their successors shall have been duly elected and qualified or until such director's earlier death, resignation, or removal.

**Section 4.02 Removal.** Except as otherwise provided pursuant to the provisions of these Articles of Incorporation, any director or directors may be removed from office at any time, only by the affirmative vote, at a special meeting of the shareholders called for such a purpose, of not less than a majority of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, but only if notice of such proposed removal was contained in the notice of such meeting. At least thirty (30) days prior to such special meeting of the shareholders, written notice shall be sent to the director or directors whose removal will be considered at such meeting. Any vacancy on the Board of Directors resulting from such removal or otherwise shall be filled only by vote of a majority of the directors then in office, although less than a quorum, and any director so chosen

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shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor shall have been elected and qualified or until any such director's earlier death, resignation, or removal.

Section 4.03 Change of Number of Directors. In the event of any increase in the authorized number of directors, the newly created directorships resulting from such increase shall be appointed by the Board of Directors and such new directors shall serve until a meeting of the Shareholders or as provided in sections 4.1 and 4.2. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Section 4.04 Exercise of Business Judgment. In discharging his or her duties as a director of the Corporation, a director may consider such factors as the director considers relevant, including the long-term prospects and interests of the Corporation and its shareholders, the social, economic, legal, or other effects of any corporate action or inaction upon the employees, suppliers, or customers of the Corporation or its subsidiaries, the communities and society in which the Corporation or its subsidiaries operate, and the economy of the States or countries in which the Corporation is engaged in business.

Section 4.05 Number of Directors. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no event shall the number of directors be less than one or more than 15.

#### ARTICLE V. ACTION BY SHAREHOLDERS

Section 5.01 Call For Special Meeting. Special meetings of the shareholders of the Corporation may be called at any time, upon written notice pursuant to the Act by the president or a vice president, secretary or assistant secretary or by a person prescribed by the bylaws.

Section 5.02 Shareholder Action by Written Consent. Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of the shareholders, and may not be effected by any consent in writing by such shareholders, unless such written consent is effected by the holders of a majority of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

#### ARTICLE VI. INDEMNIFICATION

Section 6.01 Provision of Indemnification. The Corporation shall, to the fullest extent permitted or required by the Act, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than to such amendment), indemnify all of the Corporation's officers and directors, all of the officers and directors of all of the Corporation's domestic subsidiaries, and all persons rendering services to the Corporation's foreign subsidiaries in capacities as officers and directors or in equivalent, identical, or similar capacities (hereinafter collectively the "Officers" and "Directors" of the Corporation), against any and all liabilities and advance any and all reasonable expenses incurred thereby in any proceeding to which any such Director or Officer is a party or in which such Director or Officer is deposed or called to testify

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as a witness because he or she is or was a Director or Officer of the Corporation or any of the Corporation's domestic or foreign subsidiaries. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which a Director or Officer may be entitled under any written agreement, Board of Director's resolution, vote of shareholders, the Act, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against liabilities and advancement of expenses by the purchase of insurance on behalf of any one or more of its Directors or Officers, whether or not the Corporation would be obligated to indemnify or advance expenses to such Director or Officer under this Article. For purposes of this Article, the term "Directors" includes former directors of the Corporation or any of the Corporation's domestic or foreign subsidiaries and any director who is or was serving at the request of the Corporation or any of the Corporation's domestic or foreign subsidiaries as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including without limitation, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provisions of goods or services to the enterprise, including without limitation, attorneys at law, accountants, and financial consultants). The term "Officers" includes all of those individuals who are or were at any time officers of the Corporation or any of the Corporation's domestic or foreign subsidiaries and not merely those individuals who are or were at any time "executive officers" of the Corporation or any of the Corporation's domestic or foreign subsidiaries as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All of the capitalized terms used in this Article 6 and not otherwise defined herein have the meaning set forth in the Act. The provisions of this Article 6 are intended solely for the benefit of the indemnified parties described herein, their heirs and personal representatives, and shall not create any rights in favor of third parties. No amendment to or repeal of this Article 6 shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

#### ARTICLE VII. AMENDMENTS

Section 7.01 Articles of Incorporation. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding that a lesser percentage may be specified by law) the affirmative vote of a majority of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required (unless separate voting by classes is required by the Act, in which event the affirmative vote of a majority of the number of shares of each class or series entitled to vote as a class shall be required), to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of, these Articles of Incorporation or the Bylaws. Notice of any such proposed amendment, repeal, or adoption shall be contained in the notice of the meeting at which it is to be considered. Subject to the provisions set forth herein, the Corporation reserves the right to amend, alter, repeal, or rescind any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

#### ARTICLE VIII. REGISTERED OFFICE AND AGENT

The address of the Registered Office of the Corporation is 345 Bayshore Boulevard #414, Tampa, Florida 33606 and the Registered Agent at such address is Scott T. Farrell.

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ARTICLE IX. PRINCIPAL OFFICE AND MAILING ADDRESS

The location of the Principal Office of the Corporation and its mailing address is 345 Bayshore Boulevard #414, Tampa, Florida 33606. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator as of the 28<sup>th</sup> day of August, 2000.

  
\_\_\_\_\_  
Scott T. Farrell, Incorporator

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**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VIII of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of AthleteAdvance, Inc.

DATED: Effective August 28, 2000.

  
\_\_\_\_\_  
Scott T. Farrell

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