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TRANSMITTAL LETTER

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

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-09/28/00--01027--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: GOLDSTAR SPORTS, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: R. MARK STEPHENSON  
Name (Printed or typed)

2183 N. POWERLINE RD, SUITE 1  
Address

Panama Beach, FL 33069  
City, State & Zip

(954) 973-2122  
Daytime Telephone number

FILED  
00 SEP 28 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

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Originals

**ARTICLES OF INCORPORATION  
OF  
GOLDSTAR SPORTS, INC.**

The undersigned, acting as incorporator of Florida Corporation under the Florida General Corporation Act, Chapter, 607 of Florida Statutes, hereby adopts the following Articles of Incorporation of such corporation:

**ARTICLE I  
NAME**

The name of the Corporation is Goldstar Sports, Inc.

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

The Corporation is organized for the purpose of providing information management and consulting services within the sports industry.

The Corporation may transact any business directly or indirectly related to its principal purpose, or restrict its activities to any part of the described purpose.

**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) per value common stock.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent and principal office of the Corporation is 9858 Glades Rd., Suite 113, Boca Raton, FL 33434 and the name of the agent of the Corporation at that address is Lawrence Frommer.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) director to hold the office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

NAME  
Lawrence Frommer

ADDRESS  
9858 Glades Rd., Suite 113, Boca Raton, FL 33434

**ARTICLE VII  
PREEMPTIVE RIGHTS**

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices terms, such as shares of stock of this Corporation as may be issued for money, or any property of services, from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of stock currently authorized and issued.

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**ARTICLE VIII  
SUPERMAJORITY VOTE OF CERTAIN ACTIONS**

The consent of the holders of three-fourths of the outstanding common stock of the corporation shall be required to take any of the following actions:

1. To approve any change in the original purpose of the Corporation as set forth in these Articles of Incorporation;
2. To approve a merger or consolidation or the sale of substantially all of these assets of The Corporation;
3. To approve a dissolution or liquidation of the Corporation;
4. To elect or remove any member of the Board of Directors of the Corporation.
5. To discharge or replace the independent auditors for the Corporation; or
6. To increase the number of authorized shares as set forth in Article IV herein.
7. To transfer, pledge or hypothecate any asset to the benefit of any shareholder.

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TALLAHASSEE, FLORIDA

**ARTICLE IX  
AMENDMENTS**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholder by these Articles of Incorporation is subject to this reservation.

Any amendment, change, or repeal of Article VIII of the Articles of Incorporation which would have the effect of modifying or permitting circumvention of said Article VIII or any adoption, amendment, or repeal of Bylaws of this Corporation which would have the same effect, shall require common stock of the Corporation.

**ARTICLE X  
INCORPORATOR**

The name and address of the person signing these Articles is

NAME	ADDRESS
Lawrence Frommer	9858 Glades Rd., Suite 113, Boca Raton, FL 33434

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation the 20<sup>th</sup> day of August, 2000.

\_\_\_\_\_  
INCORPORATOR

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

I hereby accept the appointment as the initial registered agent of, as made in the foregoing Articles of Incorporation.

Date: 8/21/00

By: \_\_\_\_\_