

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Bosworth Tennis, Inc.

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| Certificate of Status | 1 |
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**ARTICLES OF INCORPORATION
OF
BOSWORTH TENNIS, INC.**

Article I

Name

The name of the corporation is Bosworth Tennis, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business and mailing address of the corporation shall be 6401 Congress Avenue, Suite 140, Boca Raton, Florida 33487

Article V

Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock, par value \$.01 per share.

ARTICLE VI

Initial Registered Office and Agent

The name and address of the initial registered agent is Valdes-Fauli Corporate Services, Inc., 777 South Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

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Article VII**Initial Board of Directors**

The corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).

ARTICLE IV**Incorporator**

The name and street address of the incorporator of these Articles of Incorporation is Michael V. Mitrone, 777 South Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401.

Article IX**Powers**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X**Indemnification**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agent shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or directors or otherwise, both

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as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

The undersigned incorporator has executed these Articles of Incorporation this 12th day of October 2000.



Michael V. Mitrione, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICER/REGISTERED AGENT, IN THE STATE OF FLORIDA

- I. The name of the corporation is Bosworth Tennis, Inc.
- II. The name and address of the registered agent and office is:

Valdes-Fauli Corporate Services, Inc.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

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 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.

VALDES-FAULI CORPORATE SERVICES, INC.

BY:


Michael V. Mitrione, Vice President

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