

LAW OFFICES OF

ROBERT CALVIN RIVERS

ATTORNEY AND COUNSELOR AT LAW

Criminal Defense in Federal and State Courts
Trial and Post Conviction Relief
Family/Marital Law
Personal Injury

DEMETRA G. DRISKELL
PARALEGAL/ADMINISTRATIVE ASSISTANT

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November 30, 2000

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

RE: Transmittal Letter

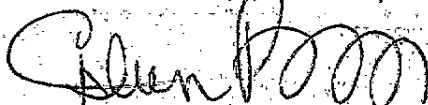
Dear Sir/Madame:

Please find enclosed the following items:

1. One (1) copy of the Transmittal Letter for the named corporation, **UPPER LEVEL SPORTS MANAGEMENT GROUP, INCORPORATED.**
2. One (1) original plus one (1) copy of the Articles of Incorporation for the above.
3. One (1) check numbered 3005, drawn on The Bank of America, made payable to The State of Florida, drawn in the amount of \$87.50, which is to be designated to wit:
 - a. Filing Fee
 - b. Certified Copy
 - c. Certificate of Status

Please remit all documents back to this office as enumerated on the letterhead.

In His Care I Am,



Robert Calvin Rivers, Esquire

Enclosures

CP 12-3

**ARTICLES OF INCORPORATION
OF
UPPER LEVEL SPORTS MANAGEMENT GROUP, INC.**

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract; hereby form a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATION NAME

The name of this professional service corporation is **Upper Level Sports Management Group, Inc.**

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be engaged in by this corporation is to provide sports management services. The Corporation may also buy and sell real estate, in and around Florida, including but not limited to the City of Jacksonville. This corporation will also engage in any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, manage, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To produce corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by other corporations of the State of Florida, or any other state or government, and while owner of such stock to exercise all the right, powers and privileges or ownership, including the right to vote such stock.

ARTICLE III

STOCK

The maximum number of shares of stock that the corporation is authorized to issue is 10,000.

- A. Shareholders of the corporations shall have the preemptive right to acquire their pro rata share of stock of the corporation and for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, acquisition of other corporations, shares, or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.
- B. This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders.

- C. No issue of stock of the corporation shall take place unless the shareholders of the corporation shall unanimously approve the price at which the stock is to be issued.
- D. There shall be no more than five (5) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporations, associations, or partnerships.

ARTICLE IV

RESTRICTION ON TRANSFER OF SHARES

No shareholder shall have the right or power to pledge, sell, or otherwise dispose of, except by will any share or shares of this company, without first offering the said share or shares for sale to the company and shareholders at the then book value.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The initial location of the principal office of this corporation is **101 East Union Street, Suite 402, Jacksonville, Florida 32202**. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

The business affairs of the corporation shall be conducted by a President, one or more Vice-Presidents, a Secretary, and a Treasurer elected by shareholders as provided

by the By-Laws of the corporation. The shareholders may designate in the By-Laws for the deletion of the office for the Vice-President. Directors need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VIII

INITIAL DIRECTORS

The names of addresses of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

NAME

ADDRESS

A. SCOTT HALL
President and Treasurer

101 East Union Street, Ste. 402
Jacksonville, Florida 32202

BILLY WEARY
Vice President and Secretary

2612 Pecan Street
Columbus, Georgia 31906

ARTICLE IX

INCORPORATOR

The name and address of the initial incorporator is as follows:

A. Scott Hall

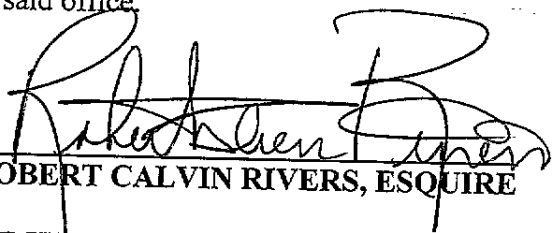
101 East Union Street, Ste. 402
Jacksonville, Florida 32202

ARTICLE X

REGISTERED AGENT

The initial designation of the registered agent office of this corporation shall be **Robert Calvin Rivers, 505 North Liberty Street, Suite 200, Jacksonville, Florida 32202**. Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of

Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



ROBERT CALVIN RIVERS, ESQUIRE

ARTICLE XI

AMENDMENT

The Articles of Incorporation may Be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the shareholders based on a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is made.

ARTICLE XII

CUMULATIVE VOTING

The shareholders of the corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice in writing must be given by any shareholder to the President or a Vice-President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting for the electing of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XIII

SECTION 1244

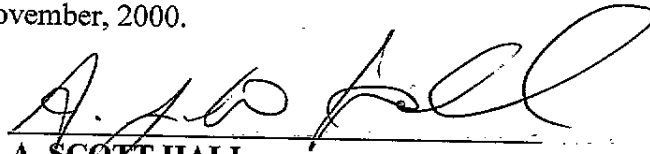
The corporation and the shareholders hereof shall be subject to Section 1244 of the United States Internal Revenue Code.

ARTICLE XIV

INDEMNIFICATION

The corporation shall indemnify an officer or Board Member, if any, to the full extent permitted by law as to those acts done in the furtherance of a legitimate corporate purpose.


IN WITNESS WHEREOF, A. SCOTT HALL, the incorporator, has hereunto set his hand and sell this 30th day of November, 2000.


A. SCOTT HALL

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared A. SCOTT HALL, who, after first being duly sworn, deposes and says that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my hand official seal in the County and State named above, this 30th day of November, 2000.


NOTARY PUBLIC
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
REGINALD ESTELL, JR.
COMMISSION # CC707834
EXPIRES 1/13/2002
BONDED THRU ASA 1-888-NOTARY1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA