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FISHER & BUTTS, P.A.

5203 SW 91st Terrace, Suite D
Gainesville, Florida 32608
Phone (352) 373-5922
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01 MAY 15 PM 1:38

SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 1, 2001

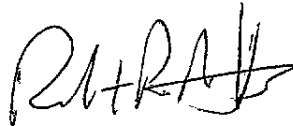
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Please find enclosed, Articles of Incorporation for Cupstack Sports of Florida, Inc., P.A., as well as the Acceptance of Registered Agent. Also enclosed is \$ 70.00 for filing the Articles and \$ 8.75 for a Certified Copy of the Articles. Please mail the copy to the above address.
Thank you.

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*****78.25 *****78.25

Sincerely yours,



Robert P. Butts

Enclosures: Articles
Acceptance
Check

6✓
D. WHITE MAY 15 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 7, 2001

ROBERT P. BUTTS
5203 SW 91 TERRACE, STE D
GAINESVILLE, FL 32608

SUBJECT: CUPSTACK SPORTS OF FLORIDA, INC., ~~P.A.~~
Ref. Number: W01000010303

We have received your document for CUPSTACK SPORTS OF FLORIDA, INC., P.A. and your check(s) totaling \$78.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 401A00027061

ARTICLES OF INCORPORATION

OF

Cupstack Sports of Florida, Inc.

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLE I. CORPORATE NAME.

The name of the corporation is Cupstack Sports of Florida, Inc.

ARTICLE II. ADDRESS OF PRINCIPAL OFFICE.

The street address of the principal office of this corporation is:

7614 SW 56th Ave.
Gainesville, Florida 32608

The mailing address of the principal office of this corporation is:

7614 SW 56th Ave.
Gainesville, Florida 32608

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100,000) shares of common stock having a par value of \$ 1.00 per share..

ARTICLE V. TERM OF EXISTENCE.

This corporation shall exist perpetually commencing with the filing of these articles.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The name and address of the registered agent of this Corporation is:

Robert P. Butts
5203 SW 91st Terrace, Suite D
Gainesville, Florida 32608

The Board of Directors may, at its discretion, move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by amending the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTOR.

The name and address of the initial director of this Corporation is:

Larry McGee
7614 SW 56th Ave.
Gainesville, Florida 32608

The person named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Larry McGee
7614 SW 56th Ave.
Gainesville, Florida 32608

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. BYLAWS.

The power to adopt, alter, amend or repeal By-Laws is vested in the Board of Directors and the shareholders.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK.

Shares of capital stock of this Corporation shall be issued initially to the following person and in the amount set opposite their name:

Larry McGee

100 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders of the Corporation. The price and terms of which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XIII. STOCK ENDORSEMENT.

Each share of stock issued subject to these bylaws shall be endorsed as follows:

"Transfer, pledge, hypothecation, sale, assignment, gift, or other disposition of this stock is restricted by an article of the bylaws of this company, a copy of which is on file at the office of the Corporation."

ARTICLE XIV. INDEMNIFICATION.

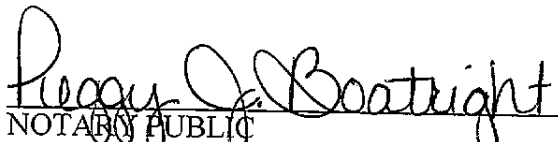

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

In witness whereof, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the 1st day of May, 2001.


Larry McGee, Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 1st day of May, 2001, by Larry McGee, who is personally known to me or who produced a Florida Driver's License for identification.


NOTARY PUBLIC
Typed or Printed name: Peggy J. Boatright
Commission number: Peggy J. Boatright
Commission expires: February 3, 2002
 MY COMMISSION # CC713409 EXPIRES
BONDED THRU TROY FAIR INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Cupstack Sports of Florida, Inc.

HAVING BEEN NAMED as Registered Agent to Accept Service of Process for **Robert P. Butts.**, at the place designated in this certificate, I hereby agree to act in such capacity; further, I AGREE TO COMPLY with all the provisions of all statutes relative to the proper and complete performance of my duties as Registered Agent.



Robert P. Butts
5203 SW 91st Terrace, Suite D
Gainesville, Florida 32608