

P01000056088

Requester's Name

Address

7000 S.W. 80th St #101
Miami, FL 33143

01 MAY 31 PM 3:45

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

200004336212-28

-05/31/01--01067--019

1. _____
(Corporation Name) (Document #) *****78.75 *****78.75
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

5✓

D. WHITE JUN - 6 2001

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
PRIME SPORTS SERVICES, INC.**

FILED

01 MAY 31 PM 3:45

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned natural person of the age of twenty-one (21) years or more, a citizen of the State of Florida, acting as Incorporator of a corporation, do hereby adopt, pursuant to the provisions of Chapter 607 and 621 Florida Statutes (FS) (Profit) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: PRIME SPORTS SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business is: 7000 S.W. 80th St. #101 Miami, Florida. 33143, and, the mailing address is: P.O. Box 11-1331 Miami, Florida, 33111-1331.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which a corporation may be incorporated under, and have offices and exercise the powers granted by, the provisions of Chapter 607 and 621 Florida Statutes (FS) as amended from time to time, and to transact such business either within or without the State of Florida as well as do such things as may be incident, and necessary or appropriate to effect any and all such purposes.

ARTICLE IV SHARES

The aggregate number of shares which the corporation shall have the authority to issue is 10,000 shares of common stock without par value. The corporation will not commence business until it has received for the issuance of its shares consideration in the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE V INITIAL OFFICERS/DIRECTORS

The number of initial directors is three, and the names and addresses of the directors are:

Oliver Camargo
7000 S.W. 80th St. #101
Miami, Florida
33143

Erin Lynch
1011 Romeria Drive #1
Austin, Texas
78757

Neville Matthews
303 Cedar Crest Drive
Killeen, Texas
76543

ARTICLE VI REGISTERED AGENT

The name and Florida Street address of the Registered Agent is:
Oliver Camargo, 7000 S.W. 80th St. #101 Miami, Florida.33143.

ARTICLE VII INCORPORATOR

The name and Florida Street address of the Incorporator is:
Oliver Camargo, 7000 S.W. 80th St. #101 Miami, Florida.33143.

ARTICLE VIII SHAREHOLDERS

All preemptive or preferential rights of any shareholder of the corporation to receive, purchase, subscribe, or otherwise acquire additional, unissued or treasury shares of any class of stock of the corporation, or securities, obligations or evidences of indebtedness of the corporation convertible into or carrying a right to subscribe to or acquire such shares of the corporation is hereby denied.

ARTICLE IX VOTING

Cumulative voting by the shareholders of the corporation at any election for directors of the corporation is hereby prohibited. Every shareholder entitled to vote at each such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote.

ARTICLE X ACTION

Any action required pursuant to the provisions of Chapter 607 and 621 Florida Statutes (FS) (Profit) at any annual or special meeting of the shareholders, or any action which may be taken at any annual or special meeting of the shareholders, may be taken without a meeting, without prior notice and without a vote if the holder or holders of a majority of the shares of the corporation consent in writing to the action so taken. Prompt notice of the taking of any action by shareholders without a meeting by less than unanimous written consent shall be given to those shareholders who did not consent in writing to the action.

ARTICLE XI BYLAWS

Except to the extent such power may be modified or divested by action of shareholders representing a majority of the issued and outstanding shares of the capital stock of the corporation, the power to alter, amend or repeal the bylaws of the corporation shall be vested in the Board of Directors. However, an action by shareholders representing the majority of the issued and outstanding shares of the capital stock of the corporation which are entitled to vote on all matters which may properly come before a meeting of shareholders may be taken to alter, amend or repeal any action by the Board of Directors with respect to the bylaws of the corporation or to direct the Board of Directors to alter, amend or repeal any bylaw of the corporation.

ARTICLE XII DIRECTORS

A director shall not be personally liable to the corporation or its shareholders for monetary damages for an act or omission in his capacity as a director except to the extent the director is found liable for (1) a breach of the director's duty of loyalty to the corporation or its shareholders, (2) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law, (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or (4) an act or omission for which the liability of a director is expressly provided by an applicable statute.

ARTICLE XIII INDEMNIFICATION

The corporation shall indemnify and hold harmless any and all persons who may serve or who may have served at any time as a director or an officer of the corporation or who, at the request of the Board of Directors of the corporation, may serve or at any time shall have served as a director and officer of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, their respective heirs, administrators, successors and assigns, against any and all expense, including amounts paid upon judgments, attorney fees and amounts paid in settlement (before or after a suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding, in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation or of such other corporation, to the fullest extent permitted pursuant to the provisions of Chapter 607 and 621 Florida Statutes (FS) (Profit). The corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted pursuant to the provisions of Chapter 607 and 621 Florida Statutes (FS) (Profit).

ARTICLE XIV AMENDMENTS

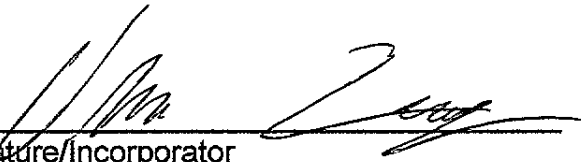
These Articles may be altered, amended or repealed or new Articles may be adopted by the shareholders by the affirmative vote of a majority of the share of capital stock of the corporation entitled to vote thereon. The shareholders of this corporation may (i) adopt a plan of merger or consolidation and/or (ii) authorize a sale, lease exchange or other disposition of all or substantially all of the property and assets of the corporation by the affirmative vote of a majority of the shares of capital stock of the corporation entitled to vote thereon.

Having been named as registered agent to accept service of process for the above
stated corporation at the place designated in the certificate, I am familiar with and
accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

5-31-01
Date



Signature/Incorporator

5-31-01
Date

FILED
01 MAY 31 PM 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA