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ACCOUNT NO. : 072100000032

REFERENCE : 472222 118517A

AUTHORIZATION :

*Patricia Pizute*

COST LIMIT : \$ 87.50

FILED  
01 SEP 14 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : September 14, 2001

ORDER TIME : 10:08 AM

ORDER NO. : 472222-005

CUSTOMER NO: 118517A

CUSTOMER: Christina C. Young, Esq  
Fuller Holsonback Bivins &  
Malloy  
Suite 2650  
100 N. Tampa Street  
Tampa, FL 33602

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DEPARTMENT OF STATE  
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2001 SEP 14 AM 11:32  
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NAME: MCE SPORTS, INC.

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EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MCE SPORTS, INC.

The undersigned, acting as the incorporator of MCE SPORTS, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

MCE SPORTS, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal business office and mailing address of the corporation is:

2907 Bay to Bay Boulevard  
Suite 201  
Tampa, Florida 33629

ARTICLE III. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 100 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV. INITIAL BOARD OF DIRECTORS

The corporation shall have four directors initially. The names and street addresses of the initial directors are:

Armando A. Castellon	1101 Metwood Court Brandon, FL 33511
Orquidea E. Castellon	1101 Metwood Court Brandon, FL 33511
James R. Mehltrittter	1044 Sylvia Lane Tampa, FL 33613
Sara Mehltrittter	1044 Sylvia Lane Tampa, FL 33613


ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2907 Bay to Bay Boulevard, Suite 201, Tampa, Florida 33629, and the name of the corporation's initial registered agent at that address is James R. Mehltrittter.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator is James R. Mehltrittter, 2907 Bay to Bay Boulevard, Suite 201, Tampa, Florida 33629.

EXECUTION DATE: 9.11., 2001

  
\_\_\_\_\_  
James R. Mehltrittter  
as incorporator

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MCE SPORTS, INC.

ACCEPTANCE OF REGISTERED AGENT

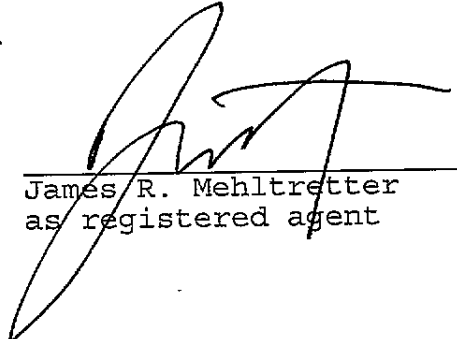
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That MCE SPORTS, INC., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 2907 Bay to Bay Boulevard, Suite 201, Tampa, Florida 33629, has named James R. Mehltrittter as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for MCE SPORTS, INC. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

EXECUTION DATE: 9.11., 2001

  
James R. Mehltrittter  
as registered agent