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Law Offices of TRACY J. ROSENHOLTZ, P.A.



Phone: (954) 753-1230 Facsimile: (954) 753-1050

Tracy J. Rosenholtz, Esq.

300 S. Pine Island Road Suite 234 Plantation, Florida 33324

TRANSMITTAL LETTER

December 16, 2002

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

Re: Registration/Incorporation of: TWO GUYS SPORTS STUFF, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$70.00 Filing Fee X_ \$78.75

Filing Fee

& Certificate of Status

__ \$70.00

Filing Fee

__\$78.75 Filing Fee,

& Certified Copy

Certified Copy

& Certificate of

Status

ADDITIONAL COPY REQUIRED

From:

Law Offices of Tracy J. Rosenholtz, P.A

300 S. Pine Island Road, Suite 234

Plantation, Florida 33324

(954) 753-1230

Encl: Original Articles of Incorporation

Copy- Articles of Incorporation

ARTICLES OF INCORPORATION TWO GUYS SPORTS STUFF, INC.



WE, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE - I - NAME OF CORPORATION

The name of the corporation shall be TWO GUYS SPORTS STUFF, INC.

ARTICLE - II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation and the street address of its corporate office shall be at 4804 NW 90th Way, Coral Springs, Florida 33067 with the privilege of transferring locations or having branch offices at other places within or without the State of Florida, and within or without the United States of America. The name of its initial registered agent shall be ROBERT B. ROSENHOLTZ, whose address is 4804 NW 90th Way, Coral Springs, Florida 33067.

<u>ARTICLE III – PURPOSE OF BUSINESS</u>

The purpose of business of this corporation shall be as follows: The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including but not limited to purchase, sale, and re-sale of merchandise associated with collectibles and memorabilia to customers within the State of Florida, any other state, or any other country permissible by Federal law as well as the performance of such other related activities incidental to the general purpose of this corporation, and to generally do any and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

ARTICLE IV - SHARES

The amount of the authorized capital stock of this corporation shall be one thousand (1000) shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL OFFICERS/DIRECTORS

The names and post office address of the officer(s) and first Board of Directors of this corporation shall be two (2) in number and shall hold office for the first year, or until their successor(s) are elected and have qualified, shall be:

ROBERT B. ROSENHOLTZ 4804 NW 90th Way Coral Springs, Florida 33067 PRESIDENT/SECRETARY

NOAH L. STEINBERG 2190 NE 68th Street, #531 Ft. Lauderdale, Florida 33308 VICE PRESIDENT/TREASURER

<u> ARTICLE VI – REGISTERED AGENT</u>

The name and address of the registered agent of the corporation shall be:

ROBERT B. ROSENHOLTZ 4804 NW 90th Way Coral Springs, Florida 33067

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation shall be:

ROBERT B. ROSENHOLTZ 4804 NW 90th Way Coral Springs, Florida 33067

ARTICLE VIII – DATE OF COMMENCEMENT

The date of commencement of corporate existence of this corporation shall be the date the Articles of Incorporation are filed with the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 15 day of December, 2002.

ROBERT B ROSENHOLTZ

Registered Agent

STATE OF FLORIDA)
COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority, duly qualified to administer oaths and take acknowledgements, ROBERT B. ROSENHOLTZ, to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed and subscribed to the same for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Broward County, Florida this 15 day of December, 2002.

Howard Enrique
Commission # CC 971417
Expires Nov. 14, 2004
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Atlantic Bonding Go., Tan

My Commission Expires:

STATE OF FLORIDA DEPARTMENT OF STATE

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business of Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors

The following is submitted in compliance with Chapter 48-091, Florida Statutes:

TWO GUYS SPORTS STUFF, INC.

A corporation organized (or organizing) under the laws of the State of Florida, with its principal place of business, whose address is 4804 NW 90th Way, Coral Springs, Florida 33067 has named:

ROBERT B. ROSENHOLTZ 4804 NW 90th Way Coral Springs, Florida 33067

as its agent to accept service of process within the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this <u>15</u> day of December, 2002.

ROBERT B. ROSENHOLTZ

Secretary

ACCEPTANCE OF REGISTERED AGENT: TWO GUYS SPORTS STUFF, INC.

I, ROBERT B. ROSENHOLTZ, whose address is 4804 NW 90th Way, Coral Springs, Florida 33067, agree as Registered Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

ROBERT B. ROSENHOLTZ Registered Agent	<u></u> .	12/15/02 Date	PILE 02 DEC 20 I SECRETARY TALL ATTACSE
STATE OF FLORIDA COUNTY OF BROWARD)		PH 4: 19 E. FLORID

PERSONALLY APPEARED before me, the undersigned authority, duly qualified to administer oaths and take acknowledgements, ROBERT B. ROSENHOLTZ, to me known to be the person described in and who executed and subscribed to the foregoing Acceptance of Registered Agent, and who acknowledged before me that that he/she executed and subscribed to the same for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Broward County, Florida this 15 day of December, 2002.



Notary Public