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SECRETARY OF STATE

ALLAHASSEE FLOORIA.

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### Gregory H. Fisher P.A.



Aftorney at Law

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January 17, 2003

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: Motion Sports Management, Inc.

Dear Sir or Madam:

In reference to the above, I am transmitting herewith the following:

Original and one copy of the proposed Articles of Incorporation; Designation of Place of Business and Appointment of resident Agent; Check in the amount of \$78.75;

If satisfactory, please furnish this office with one certified copy of the Articles of Incorporation. Thank you for your assistance in this matter.

Sincerely,

Gregory H. Fisher

Dictated but not reviewed by Mr. Fisher

Gregory H. Fisher /6h

Signed by Secretary to Avoid Delay

GHF:bh Enclosures

#### ARTICLES OF INCORPORATION

OF

MOTION SPORTS MANAGEMENT, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

#### ARTICLE I

#### NAME

The name of this corporation is MOTION SPORTS MANAGEMENT, INC.

#### ARTICLE II

#### **DURATION**

This corporation shall have perpetual existence.

#### ARTICLE III

#### **PURPOSE**

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States of America and of this state.

#### ARTICLETV

#### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have at any one time is 7500 shares of one class of voting stock, each share of which shall have a par value of \$1.00 per share.

#### ARTICLE V

#### ADDRESS

The initial registered office of this corporation is 9375 Blind Pass Road, St. Pete Beach, Florida 33706. The principal office and the name of the initial registered agent at such address is Wendy C. Johnson, 9375 Blind Pass Road, St. Pete Beach, Florida 33706. The principal office of the corporation is 9375 Blind Pass Road, St. Pete Beach, Florida 33706.

#### ARTICLE VI

#### CAPITALIZATION

The amount of capital with which the corporation shall begin business shall be \$1,000.00.

#### ARTICLE VII

#### DIRECTORS AND OFFICERS

The number of directors of the corporation shall be 2 in number which may be increased by vote of the shareholders but shall never be less than 1 nor more than 10. The name and address of each person who is to serve as a member of the Board of Directors and/or an officer and the number of shares subscribed by each, as set forth by their respective names, and who shall serve during the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

President and Director:

Wendy C. Johnson

500 Shares

9375 Blind Pass Road

St. Pete Beach, Florida 33706

Secretary and Director:

Alan P. Johnson

500 Shares

9375 Blind Pass Road

St. Pete Beach, Florida 33706

#### ARTICLE VIII

#### **SUBSCRIBERS**

The names and address of the incorporator of this corporation is as follows:

Wendy C. Johnson 9375 Blind Pass Road St. Pete Beach, Florida 33706

#### ARTICLE IX

#### BY-LAWS

The by-laws of the corporation may be amended by a vote of the holders of two-thirds of the outstanding shares of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this \_\_\_\_\_\_\_\_\_, 2003.

Wendy C. OHNSON

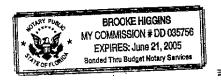
#### STATE OF FLORIDA

#### COUNTY OF PINELLAS

Before my personally appeared W	ENDY C. JOHNSON who produced the following type
of identification: FL DIL	or to me well known to me to be the
individual described in and who execu	ted the foregoing Articles of Incorporation and he
acknowledged before me that he executed	the same for the purposes therein expressed.
WITNESS my hand and official se	al in the County and State named above this $\ell b^h$ day of
Tanuary, 2003	
V	

Notary Public State of Florida

My Commission Expires:



## CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR WHICH SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In Pursuance of Chapter 48.091, Florida Statute, the following in submitted in compliance with said Act:

That MOTION SPORTS MANAGEMENT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of St. Pete Beach, County of Pinellas, State of Florida has named WENDY C. JOHNSON, 9375 Blind Pass Road, St. Pete Beach, Florida 33706, City of St. Pete Beach, County of Pinellas, State of Florida, as its agent to accept process within this state.

WEND I GOO

#### ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

WENDY C. JOHNSO

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SECRETARY OF STATE