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**FLORIDA PROFIT CORPORATION OR P.A.**

**M&P Sports Corporation**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles Of Incorporation**

**Of**

**M&P Sports Corporation**

The undersigned incorporator hereby executes and acknowledges the Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

**M&P Sports Corporation**

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

**1680 Elm Place**  
**Clearwater, FL 33755**

**ARTICLE III**

**Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such act.

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**ARTICLE IV**Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be Five Hundred (500), all of which shall be without par value.

**ARTICLE V**Existence of Corporation

This corporation shall have perpetual existence.

**ARTICLE VI**Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1680 Elm Place Clearwater, FL 33755 and the initial registered agent of this corporation at such office shall be Michael R. Mannino. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE VII**Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to compromise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may

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be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE VIII

### Initial Officers and Board of Directors

The initial Board of Directors of this corporation shall consist of the following members, such members to hold office until their successors have been duly elected and qualify. The name and street address of the initial directors are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Michael R. Mannino	1680 Elm Place Clearwater, FL 33755
Secretary	Michael R. Mannino	1680 Elm Place Clearwater, FL 33755
Treasurer	Michael R. Mannino	1680 Elm Place Clearwater, FL 33755

## ARTICLE IX

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Michael R. Mannino	1680 Elm Place Clearwater, FL 33755

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**ARTICLE X**Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

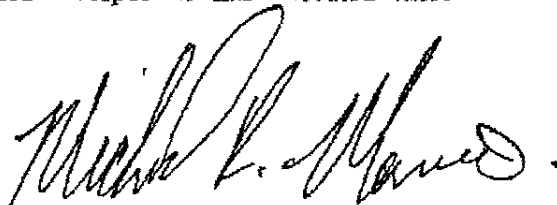
**ARTICLE XI**Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE XII**Affiliated Transactions

The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Michael R. Mannino

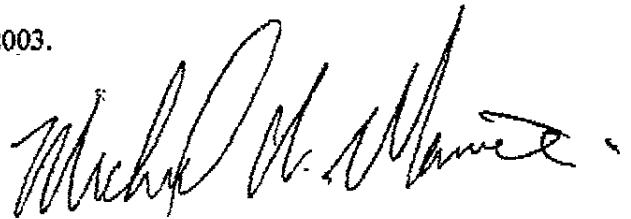
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## ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 13th day of August, 2003.



Michael R. Mannino

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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