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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/13/04

Gary S. Gostel

Attorney at Law

*Two Dattran Center
9130 South Dadeland Blvd.
Suite 1101
Miami, Florida 33156
Tel. (305) 670-4455
Fax. (305) 670-4422*

February 11, 2004

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

Re: Nicole Sports, Inc./Articles of Incorporation

Gentlemen:

Enclosed herewith please find original and one copy of Articles of Incorporation for filing. I have enclosed my Trust Account check in the amount of \$78.75 made payable to the Department of State representing filing fees and for certification of the copy of the Articles.

Thank you for your kind courtesies.

Sincerely,


GARY S. GOSTEL

GSG/mb
Enclosures

ARTICLES OF INCORPORATION

OF

NICOLE SPORTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of the corporation shall be: **NICOLE SPORTS, INC., a Florida corporation.**

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Reginald L. Wellman,
11401 N.W. 12th Street
Suite 338
Miami, Florida 33172

ARTICLE III – CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock at \$1.00 par value.

ARTICLE IV – INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

REGINALD L. WELLMAN

11401 N.W. 12th Street
Suite 338
Miami, Florida 33172

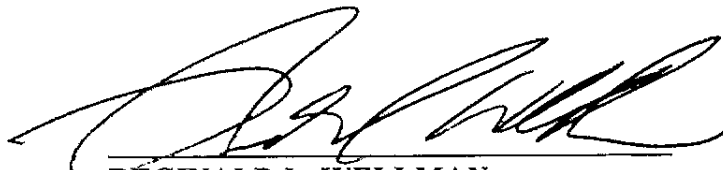
ARTICLE V – INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation
is:

REGINALD L. WELLMAN

11401 N.W. 12th Street
Suite 338
Miami, Florida 33172

The undersigned has executed these Articles of Incorporation this 6 day of
February, 2004.


REGINALD L. WELLMAN

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

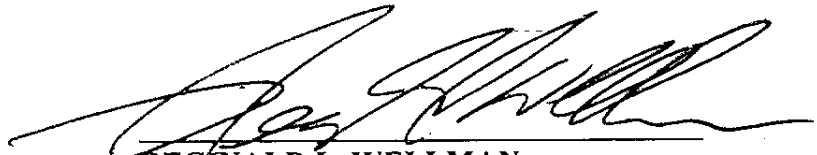
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **NICOLE SPORTS, INC., a Florida corporation.**

2. The name and address of the registered agent is:

REGINALD L. WELLMAN

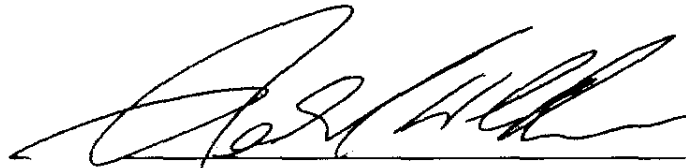
11401 N.W. 12th Street
Suite 338
Miami, Florida 33172


REGINALD L. WELLMAN

DATED: Feb 8, 2004

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS

CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPELTE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

A handwritten signature in black ink, appearing to read 'Reginald L. Wellman', written over a horizontal line.

REGINALD L. WELLMAN

DATED: Feb 6 '04, 2004

ao1.1/Nicole Sports, Inc.