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Fax Number : (850) 205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : 120000000257
Phone : (850) 224-8870
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FLORIDA PROFIT CORPORATION OR P.A.

SPORTPACK, INC.

Certificate of Status	0
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Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
SPORTPACK, INC.

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The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME AND ADDRESS

The name of the corporation is SPORTPACK, INC., and its principal office and mailing address is 1810 South MacDill Avenue, Suite 4, Tampa, Florida 33629.

ARTICLE II: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of zero (\$0.00) dollar per share.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent at such office of the corporation is David A. Townsend, Esquire of Townsend & Brannon, 608 West Horatio Street, Tampa, Florida 33606-2228.

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ARTICLE VI: INITIAL DIRECTORS AND OFFICERS

The initial Board of Directors shall consist of two (2) Directors who shall serve as the initial officers of the corporation, whose names and addresses are as follows:

Rafael Harari, Director and President
3711 Presidential Drive
Palm Harbor, Florida 34685

Richard L. Brown, Director, Secretary and Treasurer
1810 South MacDill Avenue, Suite 4
Tampa, Florida 33629

whom shall hold office until the first annual meeting of the shareholders, and until their successors shall have been elected and qualified or until their earlier resignation, removal from office or death.

The number of Directors may be increased or decreased from time to time by Amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than three (3).

ARTICLE VII: INCORPORATOR

The name and address of the person filing these Articles of Incorporation as Incorporator is David A. Townsend, Esquire of Townsend & Brannon, 608 West Horatio Street, Tampa, Florida 33606-2228.

ARTICLE VIII: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to

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these reservations.

IN WITNESS WHEREOF, the incorporator above named has set his hand and seal this 1st of March, 2004, for the purpose of forming this corporation under the laws of the State of Florida, and I make, subscribe, acknowledge and file these Articles of Incorporation, and certify that the facts herein stated are true.


DAVID A. TOWNSEND, ESQUIRE

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the mentioned 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 SPORTPACK, INC.
2. The name and street address of the registered agent and office is:

DAVID A. TOWNSEND, ESQUIRE
Townsend & Brannon
608 West Horatio Street
Tampa, Florida 33606-2228

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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 COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


DAVID A. TOWNSEND, ESQUIRE

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