

PO4000149061

~~RAFAEL GARCIA - TOLEDO~~  
~~9130 SW 134 PLACE~~  
~~MIAMI, FL 33186-1534~~

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700041552667

10/07/04--01014--011 \*\*78.75

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 NOV - 1 AM 11:33

me 10/18



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 18, 2004

RECEIVED  
04 NOV -1 AM 9:53

RAHEL GARCIA-TOLEDO  
9130 SW 134 PLACE  
MIAMI, FL 33186-1534

SUBJECT: CONTENDER SPORTS, INC.  
Ref. Number: W04000037054

We have received your document for CONTENDER SPORTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The registered agent and ~~signature~~ must be consistent wherever it appears in your document.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan  
Document Specialist  
New Filings Section

Letter Number: 904A00058235

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 NOV -1 AM 11:33

ARTICLES OF INCORPORATION  
OF  
***Contender Sports, inc.***

ARTICLE I

NAME:

The name of this corporation is:

***Contender Sports, Inc.***

ARTICLE II

PURPOSE:

This corporation may engage in any aspect of Trade; Sales, retail or wholesale, of goods and services including but not limited to Sports Equipment, Sports Installations and the rendering of services related to the Sports industry and the organization of Sport Events. Besides, this corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III  
CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock of \$ 0.01 par value each.

ARTICLE IV  
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

## ARTICLE V

### RESTRICTIONS ON TRANSFER OF SHARES

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to Section 607.0627 of the Florida Business Corporation Act, as presently enacted.

## ARTICLE VI

### MAIN PLACE OF BUSINESS and INITIAL REGISTERED AGENT

The main place of business of the corporation is: 11762 Kendall Drive, Suite 308, Miami, FL 33186-2102,

The registered Agent is: Rafael Garcia-Toledo, and his address is 9130 S. W. 134<sup>th</sup> Place. Miami, Florida 33186.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time, in the manner provided in the by-laws. Initially, the following persons shall be the directors of this corporations:

Rafael Garcia-Toledo

9130 S.W. 134 Place,  
Miami, FL 33186

ARTICLE VIII  
INCORPORATORS

The names and addresses of the persons signing these articles are:

Name

Street Address:

Rafael Garcia-Toledo

9130 S.W. 134 Place  
Miami, Fl 33186

ARTICLE IX  
OFFICERS

This corporations shall have the officers described in its by -laws or appointed by the board of directors in accordance with the by-laws.

ARTICLE X  
BY-LAWS

The power to adopt, alter, amend, or repeal by-laws, shall be vested in the Board of Directors.

The power to adopt initial by-laws corresponds to the incorporator, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

## ARTICLE XI

### PROCEDURE IN CASE OF DEADLOCK

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any parties refuses to appoint the attorney or certified public accountant the, any party may petition the Miami-Dade County Bar Association and/or the Miami-Dade County CPA Association to nominate, in the stead of the non-nominating party, an attorney or attorneys or certified public accountants, and the attorneys or certified public accountant nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The corporation shall bear the cost incurred in the selection and functioning of the panel and shall have its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 NOV -1 AM 11:33