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TALLAHASSEE, FLORIDA

8/28/06

EDWARD B. COHEN  
MICHAEL I. KOTLER \*  
ALLAN H. SCHWARTZ  
RONALD M. ZAKARIN \*\*

- ALSO ADMITTED IN  
DISTRICT OF COLUMBIA  
AND PENNSYLVANIA
- ALSO ADMITTED IN  
DISTRICT OF COLUMBIA  
AND NEW YORK

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ESTABLISHED 1984

DAVID C. KOTLER  
SHERRY M. SCHWARTZ  
PAULA GOLD (RETIRED)

August 25, 2006

Via Federal Express 7928 3338 0168  
Return Federal Express 7905 3981 3746  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: **Incorporation of Five (5) Entities**  
**File Number 4-1606-1**

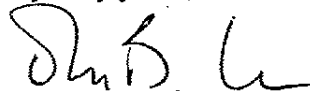
Dear Sir/Madam:

Enclosed please find our law firm's check in the amount of Three Hundred Ninety-Three Dollars and Seventy-Five Cents (\$393.75) representing the filing fees for the five (5) enclosed Articles of Incorporation and Certificate of Designation of Registered Agents relating to the formation of the following Corporations:

1. Newman Consulting Services, Inc.;
2. Newman Health and Fitness, Inc.;
3. Newman Athletics, Inc.;
4. Newman Sports Academy, Inc.;
5. Newman Sports, Inc.

Please file the Articles and return a copy of the filed articles in the enclosed Federal Express envelope. Thank you for your assistance with this matter.

Very truly yours,



Edward B. Cohen

EBC/gla  
Enclosures



**ARTICLES OF INCORPORATION**

**OF**

**NEWMAN SPORTS, INC.**

**ARTICLE I**

**NAME**

**NEWMAN SPORTS, INC.**

**ARTICLE II**

**PURPOSE**

This corporation is organized for the following purposes:

1. To acquire, own and operate a sports business.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

#### ARTICLE IV

##### TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is *3137 Westminster Drive, Boca Raton, Florida 33496*. The initial registered agent of this corporation is RUSSELL NEWMAN with his address at *3137 Westminster Drive, Boca Raton, Florida 33496*. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Name	Address
Russell Newman	3137 Westminster Drive Boca Raton, FL 33496

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

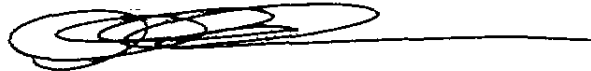
ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

**Russell Newman  
3137 Westminster Drive  
Boca Raton, FL 33496**

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25<sup>th</sup> day of August, 2006.



Print Name: **Russell Newman**

STATE OF FLORIDA       )  
                                  )ss.  
COUNTY OF Palm Beach

Sworn to and subscribed before me this 25<sup>th</sup> day of August, 2006, by  
RUSSELL NEWMAN, who is personally known to me (or who has produced \_\_\_\_\_  
as identification) and who did take an oath.

Georgeann Amodeo  
Notary Public, State of Florida

(SEAL)



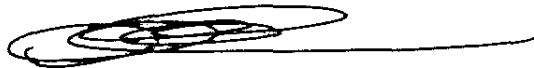
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **NEWMAN SPORTS, INC.**, is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of **Boca Raton**, County of **Palm Beach**, State of **Florida** has named **Russell Newman** located at **3137 Westminster Drive**, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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 provision of said act relative to keeping open said office.



**Print Name: Russell Newman**  
(Registered Agent)

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**