

P9500000 3835

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

ATTORNEYS AND COUNSELORS  
FLAGLER CENTER TOWER  
608 SOUTH FLAGLER DRIVE  
ELEVENTH FLOOR  
P. O. BOX 3476

WEST PALM BEACH, FLORIDA 33402-3476  
(407) 859-3000  
FAX: (407) 832-1454

LARRY B. ALBANDIN  
STEPHEN J. AUKAMP  
TRACEY BACHOFI  
CLAY C. BOWMAN  
JILL A. CONWAY  
MARIAH E. CORPUS  
EDWARD D. DAZ  
DEBRA L. DEANE  
CHRISTOPHER B. DINE  
SCOTT D. HANCOCK  
TIMOTHY M. HENRY  
PETER B. HIXSON  
MARK B. KENNETH  
MICHAEL T. KRAZ

JOHN BLAIR MCHALE  
SCOTT L. MAMMILLIN  
JOHN D. MAMMILLIN  
JOHN D. RAO  
ANDREW W. RICH  
STEVEN J. ROTHMAN  
PETER A. SACHS  
D. C. S. SMITH  
ROBERT A. STUBBS, JR.  
ALEXANDER T. TOLSON  
JOHN B. TRIMMER  
MICHAEL P. WALSH  
H. ADAMS WEAVER

WINTER'S DIRECT LINE: \_\_\_\_\_

HENRY P. LINDENAL  
1902-1903  
HARRY ALLISON JOHNSON  
1895-1901  
H. BRUCE JONES  
1904-1908  
PAUL G. WOLFE  
1893-1901  
RETIRED  
WILLIAM A. FOSTER  
OF COUNSEL  
L. MARTIN FLANAGAN

January 10, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

000001381110  
-01/13/95--01118--003  
\*\*\*122.50 \*\*\*122.50

Gentlemen:

Re: Flat-Out Sports, Inc.

Enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed corporation.

Please file the original and return the copy certified.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 Registered Agent fee.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By

John B. McCracken

JBH:sw\17848-1\SecySt.L1  
Enclosures

FILED  
95 JAN 13 11 03 37  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

117-95

ARTICLES OF INCORPORATION  
OF  
FLAT-OUT SPORTS, INC.

FILED  
95 JAN 13 AM 8 37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, heroby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be Flat-Out Sports, Inc.

ARTICLE II

Purpose

This corporation is organized for the purpose of providing sports management, teaching and training and for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 10,000 shares of common stock of \$1.00 par value, fully paid and non-assessable.

#### ARTICLE IV

##### Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 2655 West Atlantic Avenue, #102-D, Delray Beach, Palm Beach County, FL 33445.

#### ARTICLE V

##### Registered Agent/Registered Office

The initial Registered Agent of this corporation is Gary D. Trost, located at the Registered Office of the corporation at 2655 West Atlantic Avenue, #102-D, Delray Beach, Palm Beach County, FL 33445.

#### ARTICLE VI

##### Initial Board of Directors

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

Gary D. Trost  
2655 W. Atlantic Ave., #102-D  
Delray Beach, FL 33445

## ARTICLE VII

### Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Gary D. Trost	President/Secretary
2655 W. Atlantic Ave., #102-D	
Delray Beach, FL 33445	

ARTICLE IX

Incorporator

The name and address of the incorporator is:

Gary D. Trost  
2655 W. Atlantic Ave., #102-D  
Delray Beach, FL 33445

ARTICLE X

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE XI

Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed to these Articles of Incorporation this 10th day of January, 1995.


  
\_\_\_\_\_  
Gary D. Trost, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Gary D. Trost, who is personally known to me or who has produced a driver's license as identification, this 10th day of January, 1995.

(NOTARY SEAL)

  
\_\_\_\_\_  
Notary Public  
Print Name: John B. McCann  
Commission No.: CC 132238  
My commission expires: 7/29/95

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

FILED

95 JAN 13 PM 8 37

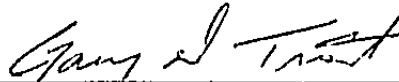
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

That FLAT-OUT SPORTS, INC., desiring to organize under  
the laws of the State of Florida, has named Gary D. Trost, located  
at the Registered Office of the corporation at 2655 West Atlantic  
Avenue, #102-D, Delray Beach, Palm Beach County, FL 33445, as its  
Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above-stated corporation at the place designated in this  
Certificate, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all statutes relative to the  
proper and complete performance of my duties.



Gary D. Trost, Registered Agent

JBM:sw\Flat\Articles

P9500000 3835

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

ATTORNEYS AND COUNSELORS  
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505 SOUTH FLAGLER DRIVE  
ELEVENTH FLOOR  
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JOYCE A. CONWAY  
MAINTAIN T. COWDEN  
EDWARD DIAZ  
HERSCHEL G. DUNN  
CHRISTOPHER B. DUNE  
ROBERT J. HARRIS  
THOMAS M. HENRY  
PETER B. KOLICH  
MARK B. KLEINFELD  
MICHAEL T. KRANZ

JOHN B. MCCracken  
ROBERT L. MULLIN  
JOHN C. RAY  
ANDREW J. RAY  
STEVEN J. RICHMAN  
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D. CULVER SMITH  
ROBERT A. STUBBS, JR.  
ALLEN B. TOMLINSON  
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MICHAEL P. WAIN  
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WINTER'S DIRECT LINE:

VERA F. LINDEN  
1902-1903  
HARRY ALLISON JOHNSTON  
1888-1889  
H. BRUCE JONES  
1904-1905  
PAUL C. WOLFF  
1891-1892  
RETIRED  
WILLIAM A. FOSTER  
OF COUNSEL  
J. MARTIN FLANAGAN

March 6, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

Gentlemen:

Re: Flat-Out Sports, Inc. P95000003835

Enclosed is a copy of the Articles of Incorporation of Flat-Out Sports, Inc., as filed with your office January 13, 1995. Please be advised that a typographical error was made in the address included therein. The address of the Director, President/Secretary, Incorporator, Registered Office, Principal Office and Mailing Address was incorrectly listed as "2655 West Atlantic Avenue", but the correct address is:

2755 West Atlantic Avenue, #102-D  
Delray Beach, FL 33445

Please change your records accordingly. Thank you for your cooperation.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By

*John B. McCracken*  
John B. McCracken

JBM(gw\j)7848-1\SecySt.L1  
Enclosures

*typo in address.  
update  
3-9-95  
JH*