

P95000012847

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6127  
Tallahassee, FL 32314

200001405862  
-02/14/95--01072--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Proposed Corporate Name

ON DECK SPORTS & GAMES, INC.

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$70.00. Please return one copy of the Articles stamped with the filing date.

FROM:

Michael C. Gainer  
806-A 3rd St.  
Neptune Beach, FL 32266  
(904) 249-1813

FILED  
95 FEB 13 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ON DECK SPORTS & GAMES, INC.

FILED  
95 FEB 13 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: ON DECK SPORTS & GAMES, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be:  
1754 BEACH BLVD. , JACKSONVILLE BEACH, FL 32250

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE V - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1500 shares of ONE DOLLAR (\$1.00) par value common stock which will be designated as "Common Shares."

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already owns, shall have the right to purchase all or any part of the new stock offered at the same price as the new stock is offered for sale.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of this corporation shall be:  
Michael C. Garner  
3006 A 3rd St.,  
Neptune Beach, FL 32266.

#### ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have no directors, initially. The affairs of the corporation will be managed by the shareholders until such time directors are designated as provided by the Bylaws.

#### ARTICLE IX - INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are: (1) Michael C. Garner, 3006 A 3rd St., Neptune Beach, FL 32266; (2) W. Steve Brown, 3006 A 3rd St., Neptune Beach, FL 32266, and (3) Mike Chandler, 6440 Southpoint Parkway, Suite 100, Jacksonville, FL 32245.

#### ARTICLE X - INDEMNIFICATION

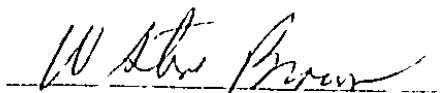
The corporation shall indemnify any officer or Director to the full extent permitted by law.

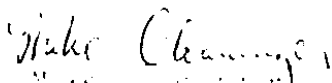
#### ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporators has executed these Articles of Incorporation on this 5th day of February, 1995.

  
Michael C. Garner

  
W. Steve Brown

  
Mike Chandler

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED

95 FEB 13 PM 1:11  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that ON DECK SPORTS & GAMES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1254 BEACH BLVD., JACKSONVILLE BEACH, FL 32250, has named Michael C. Gainer as its agent to accept service of process within Florida.

Dated:

2/9/95

Michael C. Gainer  
Michael C. Gainer

Having been named to accept service of process for the above named 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 performance of my duties.

Michael C. Gainer  
Michael C. Gainer  
Registered Agent