

H95000013103

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W. FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 311-  
CONTACT: RAY STORMONT  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: AMERICAN SPORTS VENTURES CORP.  
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TALLAHASSEE, FL

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ARTICLES OF INCORPORATION  
OF  
AMERICAN SPORTS VENTURES CORP.

ARTICLE I

NAME

The name of the Corporation is AMERICAN SPORTS VENTURES CORP.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

PREPARED BY:

Nelson Slosberg, Esquire  
Freeman, Newman & Butterman  
320 Brickell Key Drive, Suite 0-305  
Miami, FL 33131  
FLORIDA BAR NO. 378887  
(305) 374.3800

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**ARTICLE V  
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation and initial place of business is 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131. The initial Registered Agent is Nelson Slosbergas at 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

**ARTICLE VII  
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
RICARDO DEL GIGLIO	520 Brickell Key Drive, Suite 0-305 Miami, Florida 33131
DANNY SALEVERG	520 Brickell Key Drive, Suite 0-305 Miami, Florida 33131

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#### ARTICLE VIII

##### INCORPORATOR

The name and address of the incorporator is: Nelson  
Slosbergas, 520 Brickell Key Drive, Suite 0-305, Miami, Florida  
33131.

#### ARTICLE IX

##### INDEMNIFICATION

Every person now or hereafter serving as director, officer or  
employee of the Corporation shall be indemnified and held harmless  
by the Corporation from and against any and all loss, cost,  
liability and expense that may be imposed upon or incurred by him  
in connection with or resulting from any claim, action, suit or  
proceeding, in which he may become involved, as a party or  
otherwise, by reason of his being or having been a director,  
officer or employee of the Corporation, whether or not he continues  
to be such at the time such loss, cost, liability or expense shall  
have been imposed or incurred, except with regard to matters as to  
which any such director, officer or employee shall be adjudged in  
any claim, action, suit or proceeding to be liable for his own  
gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any  
claim action, suit or proceeding may be paid by the Corporation in  
advance of the final disposition of such a proceeding.

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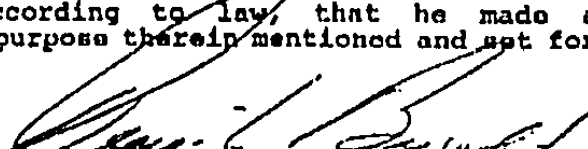
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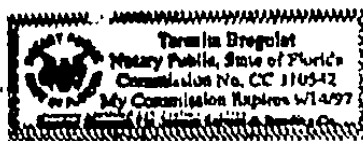
IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation this 15th day of February, 1995

  
Nelson Slosbergas

STATE OF FLORIDA     )  
                              :SS.  
COUNTY OF DADR     )

The foregoing Articles of Incorporation was acknowledged  
before me this 15th day of February, 1995, by Nelson Slosbergas who  
is personally known to me and who did not take an oath. He  
acknowledged before me according to law, that he made and  
subscribed the same for the purpose therein mentioned and set forth  
herein.

  
NOTARY PUBLIC, State of Florida at Large  
NOTARY: TERESITA BREGOLAT  
My Commission Expires:



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

Pursuant to the provisions of Section 2207.0501, Florida Statutes, the undersigned 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 AMERICAN SPORTS VENTURES CORP.
2. The name and address of the registered agent and office is: Nelson Slobbergan, 520 Brickell Key Drive, Suite 0-305, Miami, FL 33131.

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Registered Agent and Incorporator  
February 15, 1995

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed 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.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

February 15, 1995

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DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000  
FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W. FLAGLER ST  
SUITE 200  
MIAMI FL 33135-  
CONTACT: RAY STORMONT  
PHONE: (305) 641-3894  
FAX: (305) 641-3770  
DOCUMENT TYPE: BASIC AMENDMENT  
NAME: AMERICAN SPORTS VENTURES CORP.  
FAX AUDIT NUMBER: H95000002044  
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02-01-1995 10:16

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DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

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AMERICAN SPORTS VENTURES CORP.

Pursuant to the provisions of Florida Statutes 607.1006, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation are amended as follows:

ARTICLE I  
NAME

The name of the Corporation is AMERICAN SPORTS VENTURES INC.

2. Corporate Number: P95000013103 Authentication Code: 995A00007068-021695-P95000013103-1/1
2. Adopted by the Incorporator prior to the issuance of shares.
3. Adopted this 17th day of February, 1995.

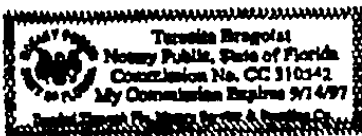
IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation of the Corporation have been executed this 17th day of February, 1995.

AMERICAN SPORTS VENTURES CORP.

BY: Nelson Slobbergas, Incorporator

STATE OF FLORIDA )  
COUNTY OF DADE ) :SS.

The foregoing instrument was acknowledged before me this 17th day of February, 1995, by Nelson Slobbergas, as Incorporator of AMERICAN SPORTS VENTURES CORP., a Florida corporation, who is personally known to me and who did not take an oath.



Teresita Bragolat  
NOTARY PUBLIC, State of Florida at Large  
NOTARY: Teresita Bragolat  
My Commission Expires:

FREEMAN, NEWMAN & BUTTERMAN  
520 BRICKELL KEY DR. # 305  
MIAMI, FL 33131  
(305) 374. 8800 / FBN. 378887  
NELSON SLOBBERGAS, ESQ.

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