

P95000013464

PEEK & COBB

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
1301 RIVERPLACE BOULEVARD, SUITE 1600
JACKSONVILLE, FLORIDA 32207
TELECOPY 904 / 399 1615

JACKSONVILLE 904 / 399 1600
OCALA 904 / 867 1600

FRANK A. ASHTON
WILLIAM N. BURNS, JR.
JAMES E. COBB
THOMAS B. EDWARDS, JR.
JOHN E. KNIGHT III
DAVID H. PEEK
EUGENE G. PEEK III
WILLIAM J. SCOTT
BARBARA HELENE SHARP

December 6, 1993

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

20000014000112
-02/15795--01090--010
****122.50 ****122.50

Re: Incorporation of FIRST COAST SOCCER ASSOCIATION, INC.
A Florida Corporation

EFFECTIVE DATE

Dear Madam/Sir:

2-14-95

Enclosed for filing are an original and one copy of Articles of Incorporation of FIRST COAST SOCCER ASSOCIATION, INC., a Florida corporation. Also enclosed is our firm's check for \$122.50 to cover the following fees:

Filing Fees	35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total Fees	\$ 122.50

FILED
DEC 15 1993
FBI

Please file the original Articles of Incorporation and forward a certified copy to our offices.

Please find enclosed original correspondence from Beaches Soccer Association, Inc., Michael S. Levine, President, authorizing Eugene G. Peek III to utilize the reserved name FIRST COAST SOCCER ASSOCIATION, INC. in the formation of this corporation.

Should you have any questions on the matters herein, or require any further information on same, please call me as soon as possible. Thank you for your cooperation and courtesy in this matter.

Very truly yours,

Eugene G. Peek III

Eugene G. Peek III

EGP/dmj/678501.25890

20000014000112
2/16/95
P95-13464

BEACHES SOCCER ASSOCIATION, INC.
1518 North 3rd Street
Jacksonville Beach, Florida 32266

February 13, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Name Reservation: FIRST COAST SOCCER ASSOCIATION, INC.

Dear Madam/Sir:

Please accept this correspondence as Beaches Soccer Association, Inc.'s transfer and authorization of Name Reservation No. R94000004929 (FIRST COAST SOCCER ASSOCIATION, INC.) to Eugene G. Peek III, Esquire to form a new corporation using said name.

Thank you for your cooperation and courtesy in this matter.

Very truly yours,

BEACHES SOCCER ASSOCIATION, INC.



Michael S. Levine
President



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 18, 1994

EUGENE G. PEEK III
PEEK & COBB
1609 GULF LIFE TOWER
JACKSONVILLE, FL 32207

The name FIRST COAST SOCCER ASSOCIATION, INC. has been reserved for 120 days beginning October 18, 1994. The reservation number is R94000004929 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Janice Love-Washington

Letter number: 294A00046021

FILED
1995 FEB 15 11 12

ARTICLES OF INCORPORATION
OF
FIRST COAST SOCCER ASSOCIATION, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND PLACE OF BUSINESS

Section 1.1 Name and Place of Business. The name of this corporation is FIRST COAST SOCCER ASSOCIATION, INC., with its principal place of business at 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida 32207.

ARTICLE II

EFFECTIVE DATE

DURATION

2-14-95

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of voting common stock having a par value of \$.01 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.4 Pre-emptive Rights. Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receiving notice in writing from the corporation, stating the prices, terms and conditions of the new issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by written waiver submitted by the shareholder to the corporation within thirty days of receiving said notice from the corporation.

Section 4.4 Issuance of Stock. No capital stock of this corporation shall be issued without the unanimous written consent of the directors, with such consent stating the price and terms to be paid for such stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Eugene G. Peck III.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Eugene G. Peck III	1301 Riverplace Boulevard, Suite 1609 Jacksonville, Florida 32207

Section 6.3 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

Name

Address

Eugene G. Peek III

1301 Riverplace Boulevard, Suite 1609
Jacksonville, Florida 32207

IN WITNESS WHEREOF, the incorporator has executed these Articles the 14th day of February, 1995.

Eugene G. Peek III

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of February, 1995, by Eugene G. Peek III, who is personally known to me and who did not take an oath.

(SEAL)

My Commission Expires:



DONNA M. JONES
My Commission CC434/28
Expires Feb. 14, 1999

Donna M. Jones

Print: DONNA M. JONES

Notary Public, State and County
Aforesaid.

Commission No. cc 4: 1726

Personally Known
Type of Identification

678501, 36911

ACCEPTANCE BY REGIST. RED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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.



Eugene G. Peek III

Dated: February 14, 1995

FILED

1995 FEB 15 PM 4:12

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PEEK & COBB
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
1301 RIVERPLACE BOULEVARD, SUITE 1600
JACKSONVILLE, FLORIDA 32207
TELECOPY 904 / 300-1010

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WILLIAM J. SCOTT
BARBARA HELENE SHARP

JACKSONVILLE 904 / 300-1009
OCALA 904 / 867-1009

May 24, 1995

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-05/26/95--01046--009
*****87.50 *****87.50

PERSONAL AND CONFIDENTIAL
BY FEDERAL EXPRESS

Mrs. Louisa Jackson
Department of State, Division of Corporations
400 East Gaines Street, George Firestone Building
Tallahassee, Florida 32301

Re: First Coast Soccer Association, Inc.
Amendment to Articles of Incorporation
To Authorize Corporate Name

Dear Mrs. Jackson:

Pursuant to our telephone conference of earlier today, certain documents were inadvertently not enclosed with our package submitted to you on earlier date relating to the Amendment to Articles of Incorporation of Beaches Soccer Association, Inc. and the Amended and Restated Articles of Incorporation of First Coast Soccer Association, Inc.

We enclose the following documents relating to First Coast Soccer Association, Inc. (Document No. P95000013464) authorizing the transfer of the corporate name "First Coast Soccer Association, Inc." to Beaches Soccer Association, Inc. for its future use. In conjunction with the foregoing authorization, we enclose the Amendment to Articles of Incorporation of First Coast Soccer Association, Inc. wherein the same changed its name to "The Winkster Interests, Inc." effective May 15, 1995. Please file the enclosed documents with an effective date of May 15, 1995 so that we can effectuate the name change from "Beaches Soccer Association, Inc." to "First Coast Soccer Association, Inc." and then amend and restate the Articles of Incorporation of First Coast Soccer Association thereafter.

Should you have any questions concerning the matters herein, or require any further information on same, please call the undersigned as soon as possible. Again, thank you for your cooperation and courtesy in this matter.

Very truly yours,

Eugene G. Peek III

EGP/dmj
678501.25890

FILED
1995 MAY 17 2:10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

name change
1.55 5-25-95

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FIRST COAST SOCCER ASSOCIATION, INC.

Pursuant to Florida Statutes Section 807.1006, Florida Business Corporation Act, the Board of Directors and Shareholders of First Coast Soccer Association, Inc. herewith amend its Articles of Incorporation to make the following changes:

1. Section 1.1 [Name and Place of Business] of the Articles of Incorporation shall be deleted in its entirety and the following substituted in its place:

Section 1.1 Name and Place of Business. The name of this Corporation is THE WINKSTER INTERESTS, INC., with its principal place of business at 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida 32207.

This Amendment to the Articles of Incorporation of First Coast Soccer Association, Inc. was adopted by a unanimous vote of the Board of Directors and Shareholders of this Corporation effective May 15, 1995 at duly warned, called and held meetings by same.

IN WITNESS WHEREOF, the undersigned, being the Chairman of the Board of Directors, President and Secretary of the Corporation, respectively, herewith approves and adopts this Amendment to the Articles of Incorporation of this Corporation under the Florida Business Corporation Act at the instruction and direction of the Shareholders of this Corporation and its Board of Directors effective and dated this 15th day of May, 1995.

FIRST COAST SOCCER
ASSOCIATION, INC.

By: Eugene G. Peek III
Eugene G. Peek III
Chairman of the Board of Directors
President and Secretary
Sole Shareholder and Sole Director

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing was acknowledged before me this 15th day of May, 1995 by Eugene G. Peek III, Chairman of the Board of Directors, President and Secretary of First Coast Soccer Association, Inc., who is personally known and who did not take an oath, on behalf of the Corporation.



678501.50489

DONNA M. JONES
My Commission CC434726
Expires Feb 14, 1999

Donna M. Jones
Donna M. Jones, Notary Public, State
of Florida at Large