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• PETER S. MEROS
• WALTER E. SMITH
• GREGORY L. "SKIP" OLNEY II

• BOARD CERTIFIED
CIVIL TRIAL LAWYERS
• FORMER ASSISTANT
STATE ATTORNEY
FAX (813) 821-7140

February 7, 1995

P950001B76

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
MAR 1 1995

Re: Sportif T.B.J., Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced matter and our check for the \$122.50 filing fees. Please file the original and file stamp the copy, and return a copy to the incorporator using the enclosed, self-addressed envelop. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Walter E. Smith

Walter E. Smith

WES:jmc
enclosures

FILED
95 MAR -1 PM 3:11
SECRET
TALLAHASSEE, FLORIDA

John H. [Signature] GAVE
AUTHORIZATION BY PHONE TO
CORRECT [Signature]
DATE 2
DOC. EXAM [Signature]

T. BROWN MAR - 2 1995

ARTICLES OF INCORPORATION

OF

SPORTIF T.B.J., INC.

FILED
95 MAR -1 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation shall be SPORTIF T.B.J., INC.

ARTICLE TWO

The term of existence of this corporation shall be perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation has authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) all of which shall be common shares with par value of ONE DOLLAR (\$1.00) per share.

ARTICLE FIVE

Authorized capital stock may be paid for in cash, services or property, at a just and fair value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or to acquire any unissued or treasury shares.

ARTICLE SIX

The name of the initial registered agent and the street address of the initial registered office of the corporation is:

Walter E. Smith, Esq.
1422 W. Smith Street
Orlando, FL 32804

1301 Fourth Street North
St. Petersburg, FL 33731

ARTICLE SEVEN

The street address of the principal office of the corporation is:

1422 W. Smith Street
Orlando, FL 32804

ARTICLE EIGHT

The name and address of the first Board of Directors are:

Dr. Thomas Fleck, Jr.
1422 W. Smith Street
Orlando, FL 32804

Jan M. Crawford
2230 Nursey Rd., Apt. C-37
Clearwater, FL 34624

ARTICLE NINE

The name and address of the incorporator of this corporation is:

Jan M. Crawford
2230 Nursery Rd., Apt. C-37
Clearwater, FL 34624

ARTICLE TEN

It is the intention of the incorporator of this corporation that the First Board of Directors adopt the Plan Under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss of stock of a "Small Business Corporation" which qualifies under the Code.

ARTICLE ELEVEN

The corporation shall commence its existence upon receipt of these Articles of Incorporation by the Secretary of State.

IN WITNESS WHEREOF, I have herunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27th day of February, 1995.

Jan M. Crawford
Jan M. Crawford

STATE OF FLORIDA)

COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared Jan M. Crawford to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid this 27th day of February, 1995.

Diane L. Kraujalis
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS DATE
NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE

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

That SPORTIF T.B.J., INC., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation at:

1422 W. Smith Street
Orlando, FL 32804

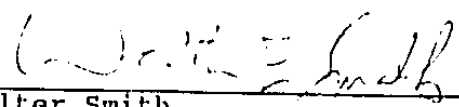
has named

Walter E. Smith
1301 Fourth Street North
St. Petersburg, FL 33731


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 the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Walter Smith

Sworn to and subscribed before me this 27th day of February, 1995.


NOTARY PUBLIC

My Commission Expires:

