

**P95000019283**

*Hamden H. Baskin, III, P.A.*

516 No. Ft. Harrison Avenue  
Clearwater, Florida 34615

Telephone: 813/447-2994  
Fax: 813/446-0049

March 4, 1995

FEDERAL EXPRESS

State of Florida  
Department of State  
Corporate Division  
409 E. Gaines Street  
Tallahassee, FL 32301

400001423444  
-03/07/95--01132--017  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Unique Images International, Inc.

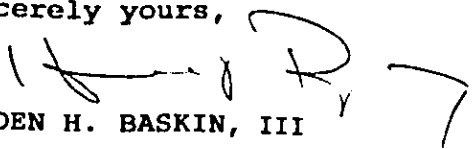
Dear Sirs:

Enclosed please find original Articles of Incorporation for the above referenced corporation. Also enclosed is our firm's check in amount of \$122.50 for filing fees.

Kindly process same and return your receipt in the Federal Express package enclosed for your convenience.

Thanking you in advance and with the kindest of personal regards,  
I remain

Sincerely yours,

  
HAMDEN H. BASKIN, III

HHBIII:gv1

Enclosures: as stated

05 MAR -7 PM 1:34  
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

5015  
1212 X-2

ARTICLES OF INCORPORATION  
OF  
UNIQUE IMAGES INTERNATIONAL, INC.

The undersigned, acting as incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is:

UNIQUE IMAGES INTERNATIONAL, INC.

ARTICLE II

The principal office of the corporation is located at:

516 N. Ft. Harrison Avenue  
Clearwater, Florida 34615

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(A) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(B) To conduct business in, or have one or more offices in, and buy hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

(C) To conduct debts and borrow money, issue and sell or

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CLERK OF DISTRICT COURT  
JAN 11 1964  
55 MAR -7 PM 1:34

pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(D) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida.

(F) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, and to perform any act authorized or allowed by the laws of the State of Florida.

#### ARTICLE IV

##### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, having par value of One Dollar (\$1.00) per share.

#### ARTICLE V

##### INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of \$100.00.

#### ARTICLE VI

##### TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VII

##### SPECIAL PROVISION

It is the intent of the incorporator that the corporation may qualify as a Subchapter S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

## ARTICLE VIII

### REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the registered office of this corporation in the State of Florida is:

HAMDEN H. BASKIN, III  
516 N. FT. HARRISON AVENUE  
CLEARWATER, FLORIDA 34615

## ARTICLE IX

### DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, by amendment to the bylaws, but shall never be less than one (1).

## ARTICLE X

### INITIAL DIRECTOR(S)

The name and street address of the member(s) of the first Board of Directors is:

DELANO BELLEW  
UNIT PH 1  
1540 GULF BOULEVARD  
CLEARWATER BEACH, FLORIDA 34630-2969

## ARTICLE XI

### INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

HAMDEN H. BASKIN, III  
516 N. FT. HARRISON AVENUE  
CLEARWATER, FLORIDA 34615

The incorporator certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

## ARTICLE XII

### INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding

by reason of the fact that he, his Testator, or intestate, is or was a director, officer or employee of the corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

#### ARTICLE XIII

##### BYLAWS OR STOCKHOLDERS AGREEMENT

By stockholders agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide such bylaw not subject to amendment or repeal by the directors.

#### ARTICLE XIV

##### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention

that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV

DATE OF INCEPTION

The date the corporate existence shall begin shall be as of the date of filing and acceptance of these Articles of Incorporation by the Secretary of State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this \_\_\_\_\_ day of March, 1995.


  
HAMDEN H. BASKIN, III

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 4th day of March, 1995, by HAMDEN H. BASKIN, III, who is personally known to me or produced \_\_\_\_\_ as identification, and who did take an oath.

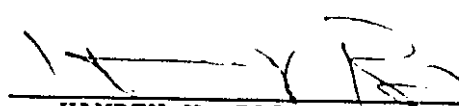


GLEENDA J. VANDERLOOP  
MY COMMISSION # 00327844 EXPIRES  
November 14, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary Public - State of Florida  
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.

  
HAMDEN H. BASKIN, III

53 MAR -7 PM 1:34

P95000019283

Hamden H. Baskin, III, P.A.

516 No. Ft. Harrison Avenue  
Clearwater, Florida 34615

Telephone: 813/447-2994  
Fax: 813/446-0049

May 31, 1996  
**CERTIFIED MAIL**  
P 912 765 625 - Return  
Receipt Requested

Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

900001859379  
-06/12/96--01026--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Amendment to Articles of Incorporation  
UNIQUE IMAGES INTERNATIONAL, INC.

Dear Sir:

Pursuant to our telephone conversation, enclosed please find Articles of Amendment of UNIQUE IMAGES INTERNATIONAL, INC. to ALL-SPORTS PUBLICATIONS, INC. Also enclosed is our firm's check in the amount of \$35.00 for filing fee. Kindly process same and return to our office in the envelope provided for your convenience.

If you should have any questions, please feel free to contact our office and with the kindest of personal regards, I remain

Sincerely yours,

Hamden H. Baskin, III  
Attorney at Law

HHBIII:dlw

Enclosures: as stated

cc: Delano E. Bellew

FILED  
96 JUN 11 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. HENDRICKS JUN 11 8 1996

Amend.

UNIQUE IMAGES INTERNATIONAL, INC.  
ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of UNIQUE IMAGES INTERNATIONAL, INC., a Florida Corporation, filed in Tallahassee on the 7th day of March, 1995, be and they hereby are amended in the following particulars:

Article I be and it hereby is deleted in its entirety.

A New Article I be and it hereby is added to read as follows:

"ARTICLE I

NAME

The name of the corporation is:

ALL-SPORTS PUBLICATIONS, INC."

2. The resolution adapting the forgoing Amendment was approved by the shareholders on the 28th day of May, 1996.

IN WITNESS WHEREOF, the undersigned as President and Secretary of this Corporation has executed these Articles of Amendment this 28 day of May, 1996.

Delano E. Bellew  
Delano E. Bellew, President

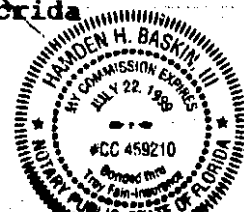
Delano E. Bellew  
Delano E. Bellew, Secretary

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared DELANO E. BELLEW, known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28 day of May, 1996.

Hamden H. Baskin III  
Notary Public, State of Florida  
My Commission Expires:





P95000019283

*Hamden H. Baskin, III, P.A.*

586 No. Ft. Harrison Avenue  
Chesapeake, Florida 34615

Telephone: 813/447-2994  
Fax: 813/446-0049

May 30, 1997

Division of Corporation  
Amendment Division  
P.O. Box 6327  
Tallahassee, FL 32314

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-06/02/97--01144--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

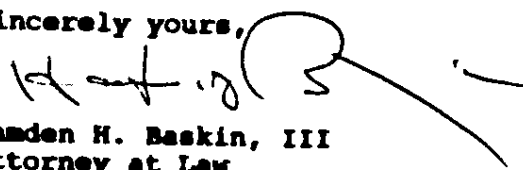
RE: Amendment to original Articles of Incorporation  
UNIQUE IMAGES INTERNATIONAL, INC./ALL-SPORTS PUBLICATIONS,  
INC.

Dear Sir:

Enclosed is Articles of Amendment in the above referenced corporation. Also, enclosed is our firm's check in the amount of \$35.00 for your filing fees. Please process same and return to our office in the envelope enclosed for your convenience.

If you should have any questions, please feel free to contact our office and with the kindest of personal regards, I remain

Sincerely yours,

  
Hamden H. Baskin, III  
Attorney at Law

KHBIII:dlw

Enclosure: as stated

cc: Delano Bellew

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN -2 AM 10:00

N/C 5/6/12

ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of UNIQUE IMAGES INTERNATIONAL, INC., a Florida Corporation, filed in Tallahassee on the 7th day of March, 1995, and amended to change the company name to ALL-SPORTS PUBLICATIONS, INC., on the 11th day of June, 1996, be and they hereby are amended in the following particulars:

- (i) That the amendment to the original Articles of Incorporation dated March 7, 1995 is hereby revoked.
- (ii) Article I be and it hereby is deleted in its entirety.
- (iii) Article I should be and it is hereby is replaced to and shall read in its entirety as follows:

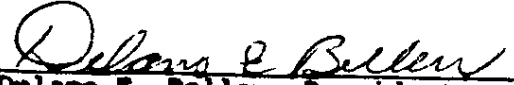
"ARTICLE I

NAME

The ~~name~~ of the corporation is:  
UNIQUE IMAGES INTERNATIONAL, INC."

2. These articles of Amendment were approved by the sole shareholder on the 13th day of day of May, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 13 day of May, 1997.

  
Delano E. Bellow, President

  
Delano E. Bellow, Secretary/Treasurer

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared

97 JUN - 2 PM 10:00  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUN - 2 PM 10:00  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

DELANO E. BELLEN, known to me to be the person who executed the foregoing Articles of Amendment and they acknowledged before me that they executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13 day of May, 1997.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN -2 AM 10:00