

195000020282

ULLMAN & ULLMAN

PROFESSIONAL ASSOCIATION

CAPITAL BANK BUILDING

115 NORTHWEST 167TH STREET

NORTH MIAMI BEACH, FLORIDA 33169

March 8, 1995

HOWARD F. ULLMAN
MICHAEL W. ULLMAN
WENDI R. ROSEN
STEVEN J. GLUECK*
STEPHANIE L. SCHNEIDER**
KIMBERLY K. RANGEL

RONALD A. SILVER
OF COUNSEL

* ADMITTED IN FL AND NY
** ADMITTED IN FL AND NJ

DADE (305) 653-4444
BROWARD (305) 524-0800
TELECOPIER (305) 651-7888

300001426933
03/10/95--01096--016
***122.50 ***122.50

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

Re: Justli Sports, Inc.

Dear Sir:

I am enclosing herewith an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. A self-addressed, stamped envelope has been provided.

Your prompt attention to this matter would be appreciated.

Very truly yours,

HOWARD F. ULLMAN

HFU:lca
Enclosures
61950014.1tr

ARTICLES OF INCORPORATION

OF

JUSTLI SPORTS, INC.

FILED
RECORDED
SERIAL 19 10 7-54

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation is **JUSTLI SPORTS, INC.**

2. Duration. The period of its duration is perpetual.

3. Nature of Business. The general nature of the business and the objects and purposes to be transacted, promoted, or carried on by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

4. Capital Stock. The corporation is authorized to issue 100 shares, all of one class, at \$5.00 par value.

5. Principal Office and Registered Agent. The name and address of the initial registered agent and principal office of this corporation, which are one and the same is as follows:

HOWARD F. ULLMAN
Capital Bank Building
115 N.W. 167th Street
North Miami Beach, Florida 33169

6. Initial Board of Directors. This corporation shall have one (1) director initially. The number of directors may be increased from time to time by an amendment of the bylaws of the

corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

HOWARD F. ULLMAN
Capital Bank Building
115 N.W. 167th Street
North Miami Beach, Florida 33169

7. Incorporator. The name and address of the Incorporator signing these Articles of Incorporation is:

HOWARD F. ULLMAN
Capital Bank Building
115 N.W. 167th Street
North Miami Beach, Florida 33169

8. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. Non-resident Directors. Directors need not be residents of this state or shareholders unless Articles of Incorporation or bylaws so require.

10. Management of Corporation by Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors of this corporation.

11. General Powers. This corporation shall have the general power:

A. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

B. To purchase, take, receive, lease, or otherwise acquire, own, hold, and prove, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

D. To lend money to, and use its credit to assist, its officers and employees in accordance with the Florida General Corporation Act.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporation, associations, partnerships, or individuals.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other

obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

G. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

H. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the state.

I. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

J. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific, or educational purposes.

L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

M. To pay pensions and establish either pension plans, profit sharing plans, stock bonus plans, stock option plans, and any other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

N. To be a promoter, incorporator, general

partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

O. To have and exercise all powers necessary or convenient to effect its purposes.

12. Meetings by Conference Telephone. Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or other similar communications equipment as provided by law; but regular and annual meetings of the Board of Directors must be attended in fact in person by each director.

13. Director Conflict of Interest.

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board of directors or committee, and the board or committee

approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of March, 1995.


HOWARD F. ULLMAN, Incorporator

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for this Corporation.


HOWARD F. ULLMAN, Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 8th day of March, 1995 by HOWARD F. ULLMAN who is personally known to me and who did take an oath.

My Commission Expires:
6:950014\corporat.art

