

P95000031842

MAY & MEACHAM

A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS
NATIONSBANK TOWER SUITE 2602
ONE FINANCIAL PLAZA
FORT LAUDERDALE, FLORIDA 33304-1007

PAUL M. MAY
ROBERT C. MEACHAM
STEPHEN J. SIMMONS

BROWARD (305) 763-6006
DADE (305) 544-8201
TELEFAX (305) 764-5367

April 13, 1995

RECEIVED
04/19/95
11:22:50

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

Re: Articles of Incorporation for U.F. Upper Deck, Inc.
Our File #95-1109

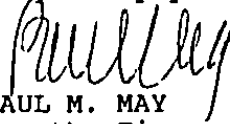
Gentlemen and/or Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for U.F. Upper Deck, Inc., along with our check in the amount of \$122.50, representing the filing fee, etc. Also enclosed please find the Designation of Registered Agent.

Please cause the Articles of Incorporation to be filed and provide the undersigned with a certified copy of the same.

Should you have any questions or need anything further, please contact the undersigned at the above-referenced address and/or telephone number. I thank you for your assistance in this matter.

Very truly yours,


PAUL M. MAY
For the Firm

PMM/pb

Enclosures

FILED
95 APR 19 11:46
TALLAHASSEE, FLORIDA

46
4-24

**ARTICLES OF INCORPORATION
OF
U. F. UPPER DECK, INC.**

95 APR 19 11 14 AM
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is U.F. Upper Deck, Inc.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation is 5505 NW 45th Drive, Gainesville, Florida 32653.

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation are:

Paul M. May

One Financial Plaza
Suite 2602
Ft. Lauderdale, FL 33394

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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

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

Jeffrey D. Bolton

5505 NW 45th Drive
Gainesville, FL 32653

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are:

Jeffrey D. Bolton
President

5505 NW 45th Drive
Gainesville, FL 32653

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

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.

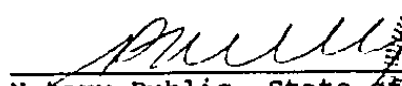
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of April, 1995.


JEFFREY D. BOLTON

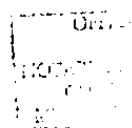
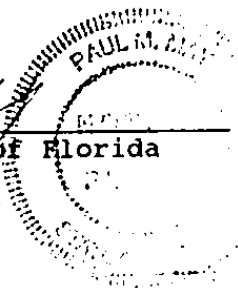
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared JEFFREY D. BOLTON, to me known and known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

Sworn to and Subscribed before me this 12 day of April, 1995 by JEFFREY D. BOLTON, who is personally known to me or who produced the following identification _____


Notary Public, State of Florida

My Commission Expires:

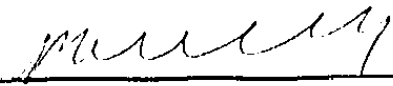


DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART HEREOF)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached.

That U.F. Upper Deck, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the City of Plantation, County of Broward, State of Florida, has named **Paul M. May, One Financial Plaza, Suite 2602, Fort Lauderdale, Florida 33394**, as its registered agent to accept service of process within this state.



PAUL M. MAY
Registered Agent

FILED
95 APR 12 PM 4:47
TALLAHASSEE