

**P9500034886**

**KEITH J. KANOUSE, P.A.**

ATTORNEYS AND COUNSELORS AT LAW  
LAKE WYMAN PLAZA • SUITE 353  
2424 NORTH FEDERAL HIGHWAY  
BOCA RATON, FLORIDA 33431

KEITH J. KANOUSE  
KATHRYN A. ROOKES

MARILYN SCHAPPERT, CLA  
CERTIFIED LEGAL ASSISTANT

224.2

TELEPHONE (407) 392-0001  
FAX (407) 750-1252

April 28, 1995

**VIA PRIORITY MAIL**

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

300001470483  
-05/02/95--01058--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Able Corporation

To Whom It May Concern:

Enclosed please find an original and a duplicate of the Articles of Incorporation and Designation of Registered Agent form regarding the above referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, enclosed please find a check in the amount of \$122.50 representing the following fees:

|   |                 |
|---|-----------------|
| Receiving, filing and indexing<br>Articles of Incorporation | \$ 35.00        |
| Certified copy of Articles of<br>Incorporation              | 52.50           |
| Registered Agent Fee  | <u>35.00</u>    |
| <b>TOTAL</b>  | <b>\$122.50</b> |

If you have any questions, please do not hesitate to contact me.

Sincerely,

*Kathryn A. Rookes*

Kathryn A. Rookes

KAR:lm\2540

Enclosures

cc: Keith J. Kanouse, Esq.  
William Reilly

**FILED**  
95 MAY -4 PM 12:26  
TALLAHASSEE, FLORIDA

BROWN MAY - 4 1995

r/d/1115  
042895  
224.2

**ARTICLES OF INCORPORATION  
OF  
ABLE CORPORATION**

**FILED**  
95 MAY -4 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I**

**Name**

The name of the corporation is Able Corporation.

**Article II**

**Duration**

This corporation shall have a perpetual existence.

**Article III**

**Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**Article IV**

**Address**

The principal place of business or mailing address of this corporation shall be:

Able Corporation ~~d/b/a Sports Ticket~~  
3499 W. Hillsboro Boulevard  
Deerfield Beach, Florida

**Article V**

**Capital Stock**

This corporation is authorized to issue 1,000 shares of \$0.01 par value common stock.

## **Article VI**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 2424 North Federal Highway, Suite 353, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation at the address is Keith J. Kanouse.

## **Article VII**

### **Initial Board of Directors**

This corporation shall have 1 director initially. The number of directors may be either increased or diminished by the Bylaws but will never be less than 1. The name and address of the initial director of this corporation is:

William J. Reilly  
68 Stewart Drive  
Portsmouth, Rhode Island 02871

## **Article VIII**

### **Incorporators**

The name and address of the person signing these Articles is:

Keith J. Kanouse, Esquire  
Keith J. Kanouse, P.A.  
2424 North Federal Highway, Suite 353  
Boca Raton, Florida 33431

## **Article IX**

### **Powers**

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

## Article X

### Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850 (1) and (2) of the Florida Statutes], as the same may be amended from time to time, this corporation shall indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in another capacity while holding such office. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

## Article XI

### 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 shareholder(s) is subject to this revision.

## Article XII

### Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of April, 1995.

  
\_\_\_\_\_  
Keith J. Kanouse, Incorporator

r/d/1116  
042895  
224.2

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
95 MAY -4 PM 12:27  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, of the Florida Statutes, the undersigned, corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is Able Corporation.
2. The name and address of the registered agent and office is:

Keith J. Kanouse  
Keith J. Kanouse, P.A.  
Lake Wyman Plaza, Suite 353  
2424 North Federal Highway  
Boca Raton, FL 33431

SIGNATURE

  
Keith J. Kanouse

TITLE

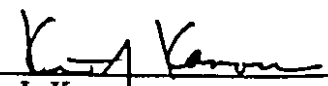
Incorporator

DATE

April 28, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
Keith J. Kanouse

DATE

April 28, 1995