

17-23-1995 05:23:57 P.02
P95000040919

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
(((H95000005783)))
TO: DIVISION OF CORPORATIONS FROM: FOLEY & LARDNER
DEPARTMENT OF STATE 200 LAURA ST
STATE OF FLORIDA JACKSONVILLE FL 32202- 194
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
CONTACT: KAREN PETERSON
PHONE: (904) 359-2000
FAX: (904) 359-8700
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: OMNI SPORTS MARKETING, INC.
FAX AUDIT NUMBER: H95000005783 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/23/1995 TIME REQUESTED: 15:36:57
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072720000061
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H95000005783)))
** ENTER 'M' FOR MENU. **

EFFECTIVE DATE

May 23, 1995

995- 1840
SDCS

**ARTICLES OF INCORPORATION
OF
OMNI SPORTS MARKETING, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 **Name.** The name of the corporation is Omni Sports Marketing, Inc.

Section 1.2 **Address of Principal Office.** The address of the principal office of the corporation is 2320 South Third Street, Suite 12, Jacksonville Beach, Florida 32250.

ARTICLE 2

DURATION

Section 2.1 **Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 **Purposes.** This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

EFFECTIVE DATE

MAY 23, 1995

ARTICLE 4

CAPITAL

Section 4.1 **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$0.01 per share.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 **Name and Address.** The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is P&L Corp.

ARTICLE 6

BYLAWS

Section 6.1 **Bylaws.** The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 7

INCORPORATOR

Section 7.1 **Name and Address.** The name and street address of the incorporator of this corporation are:

NAME

Luther F. Sadler, Jr.

ADDRESS

200 Laura Street
Jacksonville, FL 32202

ARTICLE 8

INDEMNIFICATION

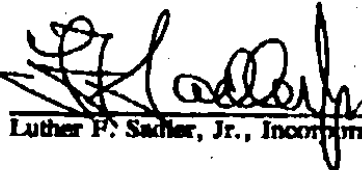
Section 8.1 ~~Indemnification~~. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 9

AMENDMENT

Section 9.1 ~~Amendment~~. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 23rd day of May, 1995.



Luther P. Sadler, Jr., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

Charles V. Hedrick

F&L Corp., Registered Agent

Charles V. Hedrick, Authorized Signatory

Date: May 23, 1995

P95000040919

FORD, JETER & BOWLUS, P.A.
ATTORNEYS AT LAW

MICHAEL BOWLUS
ROBERT A. FORD
WILLIAM H. JETER, JR.
JANICE M. MATSON
ROBERT M. MORGAN

10110 SAN JOSE BOULEVARD
JACKSONVILLE, FLORIDA 32257

TEL (904) 208-7227
FAX (904) 202-3337

January 16, 1996

VIA U. S. MAIL

DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

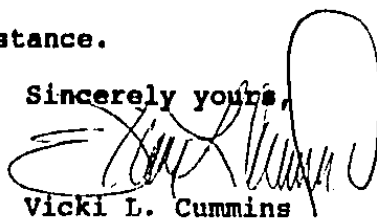
Re: Omni Sports Marketing, Inc.

Ladies and Gentlemen:

Enclosed is a Statement of Change of Registered Office or Registered Agent or Both in regard to the above-named corporation, together with this office's check payable to the Secretary of State in the amount of \$35.00. Please file this document and return confirmation of filing to this office in care of the above address.

Thank you for your assistance.

Sincerely yours,



Vicki L. Cummins
Legal Assistant to
William H. Jeter, Jr.

:vlc
Encl.

cc: Mr. Joseph F. Bowers

c:\wp60\letters\doc.ltr

60000109
-01/19/96--01/22/96
*****35.00 *****35.00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
96 JAN 19 1996

Change

JAN 22 1996

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH**

Pursuant to the provisions of Sections 617.0502, 617.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: OMNI SPORTS MARKETING, INC.

1b. The mailing address of the corporation is: 2320 S. Third Street, Suite 12, Jacksonville Beach, Florida 32250.

1c. Date of Incorporation: May 24, 1995, effective May 23, 1995.
Document Number: P95000040919.

2. The name and address of the current registered agent and office:

F & L Corp.
200 Laura Street
Jacksonville, Florida 32202

3. The name and address of the new registered agent and office:

William H. Jeter, Jr., Esq.
10110 San Jose Boulevard
Jacksonville, Florida 32257

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

OMNI SPORTS MARKETING, INC.

By: Jason F. Brown
Its: President

1/10/96
Date

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent to act in this capacity. I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

William H. Jeter, Jr.

1/11/96
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 19 PM 3:02