



**ARTICLES OF INCORPORATION  
OF  
KAPLAN SPORTS, INC.**

FILED  
95 JUN -7 PM 3:28  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is Kaplan Sports, Inc.

**ARTICLE II**

**MAILING ADDRESS**

The mailing address of the corporation is P.O. Box 152 Gladwyne, Pennsylvania 19035.

**ARTICLE III**

**CAPITAL STOCK**

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, \$1.00 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is 1201 Hayes Street, Tallahassee, Florida 32301. The name of the corporation's initial registered agent at that office is The Prentice-Hall Corporation System, Inc.

**ARTICLE V**

**INCORPORATOR**

The name and street address of the incorporator of the corporation is Andrew M. Smulian, 801 Brickell Avenue, 24th Floor, Miami, Florida, 33131.

**ARTICLE VI**

**DIRECTOR**

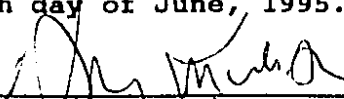
The name and street addresses of the individual who is to serve as the initial director of the corporation is Leslie Kaplan, P.O. Box 152, Gladwyne, Pennsylvania 19035.

**ARTICLE VII**

**INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of June, 1995.

  
\_\_\_\_\_  
Andrew M. Smulian, Incorporator

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Kaplan Sports, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 5th day of June, 1995.

The Prentice-Hall Corporation  
System, Inc.

By: 

Mark Rosser, Vice President

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P95000043961

April 27, 1997

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

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-05/05/97--01118--001  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

RE: Kaplan Sports, Inc.

Ladies and Gentlemen:

Attached, in accordance with Section 607.1403, Florida Statutes, are articles of dissolution for Kaplan Sports, Inc. Also attached is a check (#17799) in the amount of \$96.25, representing payment for 1) the filing fee for the articles of dissolution, 2) a certified copy of the dissolution and 3) a certificate of status.

Please send the certified copy of the dissolution and the certificate of status to my attention at P. O. Box 152, Gladwyne, Pa. 19035.

Thank you for your assistance in this matter.

Sincerely,

Leslie Kaplan  
President

Enclosures (2)  
Phone # 610-896-5767

SH  $\frac{5}{12}$   
Diss.

RECEIVED  
TALLAHASSEE, FLORIDA

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## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: KAPLAN SPORTS, INC.

SECOND: The date dissolution was authorized: APRIL 27, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 27TH day of APRIL, 19 97

Signature

[Signature]  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

LESLIE KAPLAN  
(Typed or printed name)

PRESIDENT  
(Title)

SECRETARY  
TALLAHASSEE, FLORIDA

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