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REFERENCE : 619277 148589A
AUTHORIZATION : *Patricia Pizzato*
COST LIMIT : \$ 122.50

ORDER DATE : June 15, 1995
ORDER TIME : 10:11 AM
ORDER NO. : 619277
CUSTOMER NO: 148589A

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CUSTOMER: Victor A. Diaz, Esq
HOLIHAN & DIAZ, P.A.
Suite 105
1101 North Lake Destiny Road
Maitland, FL 32751

EFFECTIVE DATE
JUN 14 1995

DOMESTIC FILING

NAME: SAM VINCENT'S SPORTS, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper
EXAMINER'S INITIALS:

FILED
JUN 15 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JUN 15 1995

**EFFECTIVE DATE
JUN 9 4 1995**

ARTICLES OF INCORPORATION
OF
SAM VINCENT'S SPORTS, INC.

**FILED
95 JUN 15 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is: SAM VINCENT'S SPORTS, INC., 505 Via Del Oro, Suite 104, Altamonte Springs, Florida 32714.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way; and
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 505 Via Del Oro, Suite 104, Altamonte Springs, Florida 32714 and the name of its initial Registered Agent at that address is James S. Vincent.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than

one (1). The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
James S. Vincent	505 Via Del Oro Suite 104 Altamonte Springs FL 32714
Lee Chira	3300 S. Hiawasse Road Suite 107 Orlando FL 32835-6331
Jack Hazen	614 E. Altamonte Drive Altamonte Springs FL 32701

Article 7. Incorporators. The name and address of each Incorporator is as follows:

James S. Vincent	505 Via Del Oro Suite 104 Altamonte Springs FL 32714
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Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation, unless otherwise expressly provided in these Articles.

Article 9. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- a. any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

- b. any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms, and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 10. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
James S. Vincent	510
Lee Chira	390
Jack Hazen	100

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to the remaining Shareholders in proportion to their shares, or to this Corporation. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

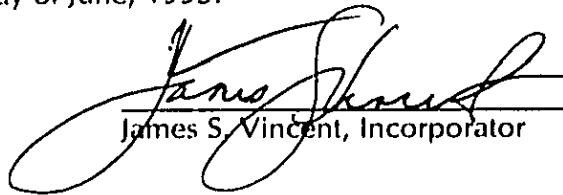
Article 11. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder

of the Corporation at the time of the amendment.

Article 12. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 13. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 17th day of June, 1995.

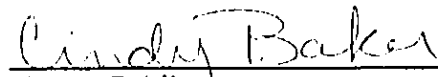

James S. Vincent, Incorporator

STATE OF FLORIDA)

ss.

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 17th day of June, 1995, by JAMES S. VINCENT (Identification: Florida Resident) of SAM VINCENT'S SPORTS, INC., a corporation, on behalf of the corporation.


Notary Public
My Commission expires: 12/27/96

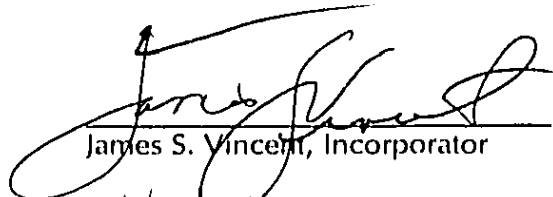


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
UPON WHOM PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT**

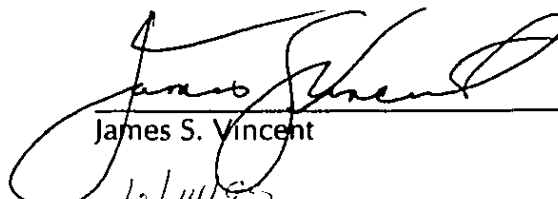
FILED
95 JUN 15 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

SAM VINCENT'S SPORTS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 505 Via Del Oro, Suite 104, Altamonte Springs, Florida 32714, has named James S. Vincent, located at 505 Via Del Oro, Suite 104, Altamonte Springs, Florida 32714, as its agent to accept service of process within Florida.


James S. Vincent, Incorporator
6/14/95
Date

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


James S. Vincent
6/14/95
Date

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM
APPROVED AND FILED

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

1996 OCT -4 AM 7: 43
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DOCUMENT # **P95000046635**

1. Corporation Name
SAM VINCENT'S SPORTS, INC.

Principal Place of Business
 505 VIA DEL ORO
 SUITE 104
 ALTAMONTE SPRINGS FL 32714

Mailing Address
 505 VIA DEL ORO
 SUITE 104
 ALTAMONTE SPRINGS FL 32714



If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, if Applicable
 State, Apt. #, etc.
 City & State
 Zip Country

3. New Mailing Office Address, if Applicable
 State, Apt. #, etc.
 City & State
 Zip Country

4. Date Incorporated or Qualified To Do Business in Florida **08/14/1995**

5. FEI Number **59-3319997** Applied For Not Applicable

6. CERTIFICATE OF STATUS DESIRED

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
D	VINCENT, JAMES S	505 VIA DEL ORO, SUITE 104	ALTAMONTE SPRINGS FL 32714
D	CHIRA, LEE	3300 S. HAWASSEE ROAD, SUITE 10	ORLANDO FL 32835
D	HAZEN, JACK	614 E. ALTAMONTE DRIVE	ALTAMONTE SPRINGS FL 32701

REINSTATEMENT ¹⁷⁴
 50510-4-96

8. Name and Address of Current Registered Agent
 VINCENT, JAMES S
 505 VIA DEL ORO
 SUITE 104
 ALTAMONTE SPRINGS FL 32714

9. Name and Address of New Registered Agent

Name **68880197-7856-6**

Street Address (P.O. Box Numbers Not Permitted) **10716/96-01128-005**

Suite, Apt. #, Etc. ******375-00 ****375-00**

City State Zip Code
 City **FL** State **FL** Zip Code

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.
 Signature of Registered Agent *James S Vincent* REGISTERED AGENT MUST SIGN Date **9-26-96**

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(l), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: *James S Vincent* Date **9-26-96** Daytime Phone # **407-843-4621**