

1201 HAYS STREET

TALLAHASSEE, FL 32301

800-342-8086

904-244-0000
0393 FAX



ACCOUNT NO. : 072100000

REFERENCE : 621682 9290A

AUTHORIZATION :

COST LIMIT : 970.00

ORDER DATE : June 16, 1995

ORDER TIME : 2:14 PM

ORDER NO. : 621682

CUSTOMER NO: 9290A

200001515832

CUSTOMER: Howard M. Weiss, Esq
HOWARD M. WEISS, ESQ

768 Bougainvillea Lane

Vero Beach, FL 32963

DOMESTIC FILING

NAME: TOP GUNS SPORTS MANAGEMENT,
INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXXXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS: T. BROWN JUN 19 1995

FILED
95 JUN 16 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

TOP GUN SPORTS MANAGEMENT, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TOP GUN SPORTS MANAGEMENT, INC.

The principle place of business of this corporation shall be c/o Scott Gussin 919 Turtle Cove Lane, Suite #2, Vero Beach, Florida 32963 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 60 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 768 Bougainvillea Lane, Vero Beach, Florida 32963 and the name of the initial registered agent of the corporation at that address is HOWARD M. WEISS

FILED
95 JUN 16 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

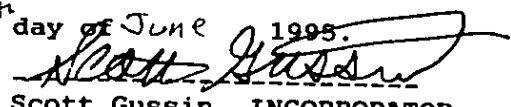
This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws .

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Scott Gussin
919 Turtle Cove Lane Suite 2
Vero Beach, Florida 32963

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 13th day of June 1995.

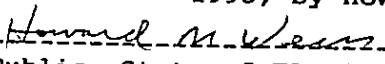

Scott Gussin , INCORPORATOR

" I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."


HOWARD M. WEISS REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 13th day of June 1995, by Howard M. Weiss


Notary Public, State of Florida at Large

My Commission Expires:



HOWARD M. WEISS
MY COMMISSION EXPIRES
APRIL 28, 1996
COMM. NO. CC 197128

1201 HAYS STREET
TALLAHASSEE, FL 32304-5007
TEL: 904/224-3911 FAX: 904/224-3912

800-342-8086

P95000047355

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

96 JUL 29 PM 1:01

ACCOUNT NO. : 072100000032 CORPORATION
REFERENCE : 035281 9290A
AUTHORIZATION : Patricia Pyjute
COST LIMIT : \$ 35.00

ORDER DATE : July 29, 1996

ORDER TIME : 12:38 PM

ORDER NO. : 035281

CUSTOMER NO: 9290A

CUSTOMER: Howard M. Weiss, Esq
Howard M. Weiss, Esq
503 North River Oaks Drive

TELEPHONE 904 224-3911

Indialantic, FL 32903

DOMESTIC AMENDMENT FILING

NAME: TOP GUN SPORTS MANAGEMENT,
INC.

EFFECTIVE DATE: 7/29/96

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

FILED
96 JUL 29 PM 4:12

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
TOP GUN SPORTS MANAGEMENT, INC.**

FILED
96 JUL 29 PM 4:12
SEC
TALLAHASSEE

I, THE UNDERSIGNED, being all of the Officers, Directors and Shareholders of TOP GUN SPORTS MANAGEMENT, INC., a corporation existing under the laws of the State of Florida, hereby amend the Articles of Incorporation of TOP GUN SPORTS MANAGEMENT, INC, by deleting ARTICLE I and inserting the following in its stead.

ARTICLE I NAME

The name of the corporation shall be

TOP GUN MANAGEMENT, INC.

The principle place of business of this corporation shall be C/O Scott Gussin 3055 10th Parkway, Vero Beach, Florida 32960.

IN WITNESS WHEREOF, I have executed this certificate on the

12th day of July 1996.


A. SCOTT GUSSIN

I, as Secretary of TOP GUN SPORTS MANAGEMENT, INC. a corporation duly organized and existing under the laws of the State of Florida, hereby certify that a meeting of the Board of Directors of said corporation was duly called and held in its office in the City of Vero Beach, Florida on the day of July 1996, that at said meeting a quorum was present and voting throughout, and that the following Resolutions on Motions duly made and seconded, were unanimously adopted and entered upon the regular Minute Book of said corporation and are now in full force and effect.

RESOLVED that the name of the Coporation shall be changed from TOP GUN SPORTS MANAGEMENT, INC to TOP GUN MANAGEMENT, INC. , and the corporation's attorney, HOWARD M. WEISS is hereby directed to take immediate steps to effect such change.

The undersigned certify that there is no provision in the Charter or By Laws of said Corporation limiting the powers of the Board of Directors to pass the foregoing Resolution and that the same is in conformity with the provisions of the Charter andf the By- Laws. The undersigned further cerifies that he is the only officer of the said corporation and the offices held by him are as follow;

A handwritten signature in cursive script, appearing to read "A. Scott Gussin".

A. SCOTT GUSSIN
President and Secretary

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HERBY CERTIFY that on this 12th day of July 1996, before me personally appeared ^{A.} SCOTT GUSSIN President and Secretary of TOP GUN SPORTS MANAGEMENT, INC. , a corporation organized under the laws of the State of Florida, to me known to be the person who signed the foregoing instrument as such officer and acknowledged the execution thereof to be his free act and deed as such officer for the uses and purposes therein mentioned and that he affixed thereto the official seal of said corporation and that said instrument is the act and deed of said corporation.

WITNESS my hand and official seal at Vero Beach, Florida, in the County of Indian River and State of Florida the day and year last aforesaid.

Howard M. Weiss
NOTARY PUBLIC



Howard M. Weiss
MY COMMISSION # 00547711 EXPIRES
April 28, 2001
BONDED THRU TRISTAR INSURANCE CO., INC.