

P95000048447
KENNEDY & PYLE

R. Michael Kennedy, P. A.
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June 16, 1995

**FEDERAL EXPRESS
OVERNIGHT LETTER**

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600001516476
-06/19/95--01038--015
***122.50 ***122.50

RE: SPORTS TOWN USA, INC.

Dear Sir:

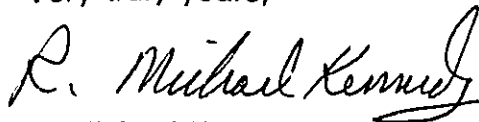
Enclosed herewith are the original and one copy of the Articles of Incorporation for the referenced corporation, together with this firm's check in the amount of \$122.50 for cost of the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	52.50
Registered Agent Fee	<u>+ 35.00</u>

TOTAL: \$122.50

Please return the certified copy of your certificate to the attention of the undersigned. Thank you for your attention to this request.

Very truly yours,



R. Michael Kennedy

RMK/jh
Enclosures
cc: Sports Town USA, Inc.

UAW

ARTICLES OF INCORPORATION
OF
SPORTS TOWN USA, INC.

11:30 AM 01/02/83

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is SPORTS TOWN USA, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, each having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The street address of the principal office of this corporation shall be 1474 Granada Boulevard, Suite 420, Ormond Beach, Florida 32174. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII - DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws adopted by the shareholders, provided it shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The names and street address of the Board of Directors who shall hold office until their successor or successors are elected and have qualified are:

NAME

ADDRESS

Pamela M. Fuit

1474 Granada Boulevard, Suite 420
Ormond Beach, Florida 32174

John M. Fuit, Sr.

1474 Granada Boulevard, Suite 420
Ormond Beach, Florida 32174

ARTICLE IX - SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation and the number of shares of stock she has agreed to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Pamela M. Fuit	1474 Granada Blvd., Suite 420 Ormond Beach, FL 32174	1,000

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1474 Granada Boulevard, Suite 420, Ormond Beach, Florida 32174, and the name of the initial registered agent of this corporation at that address is Pamela M. Fuit.

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon filing with the Florida Secretary of State.

ARTICLE XII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or they already hold, shall have the right to purchase his or their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII - AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 16th day of June, 1995.

Pamela M. Fuit [SEAL]
Pamela M. Fuit

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 16th day of June, 1995, by Pamela M. Fuit, who is personally known to me or who has produced _____ as identification.

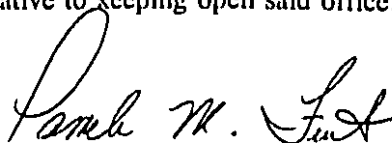
Notary Public
Title/Rank DEVERLY M. TAYLOR
 MY COMMISSION # 00205415 EXPIRES
JUN 15, 1995
COUNTY OF VOLUSIA, FLORIDA
Serial Number _____

Deverly M. Taylor
Notary Signature
DEVERLY M. TAYLOR
Notary Name Printed

My Commission Expires: 6-29-96

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service of process for the above stated Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of Section 48.091, Florida Statutes, and all other provisions thereof, relative to keeping open said office.

A handwritten signature in cursive script, appearing to read "Pamela M. Fuit", is written over a horizontal line.

Pamela M. Fuit

55 JUN 19 PM 2:11