

SARA M. POWERS
Powers Accounting Service
7026 Greenfern Lane
Jacksonville, FL 32201 32277
(904) 744-6124

June 27, 1995

P95000049134

Secretary of State
409 East Gaines St.
Tallahassee, FL 32301

400001519894
-06/21/95--01105--003
****122.50 ****122.50

Attn: Corporation Division
RE: Articles of Incorporation
Spectrum Sports, Inc.

Dear Sir:

Enclosed are the Articles of Incorporation for the above named
for the purpose of incorporating, also enclosed is check #11918
in the amount of \$122.50 covering the following cost:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00
Total	\$122.50

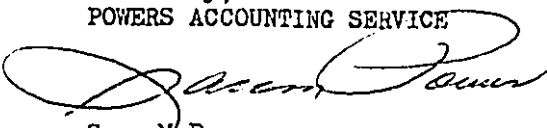
p95-49134

Your early attention would be most appreciated.
Also is enclosed copy of letter of reservation.

Please forward all information regarding charter to me at the
above address.

Sincerely,
POWERS ACCOUNTING SERVICE

EFFECTIVE DATE
JUL 1 1995


Sara M. Powers
Owner

SMP:cb
Enc. (3)

R95-1997
Dmc
6/23/95

FILED
95 JUN 21 11:10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 3, 1995

SARA M. POWERS
POWERS ACCOUNTING SERVICE
7026 GREENFERN LANE
JACKSONVILLE, FL 32211

The name SPECTRUM SPORTS, INC. has been reserved for 120 days beginning May 3, 1995. The reservation number is R95000001997 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 495A00021319

ARTICLES OF INCORPORATION
OF
SPECTRUM SPORTS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be **SPECTRUM SPORTS, INC.**

The date of the corporation shall be July 1, 1995.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are: To do any and all things herein mentioned as fully and to the same extent as natural persons might, or could do, Viz:

a. To operate, conduct, establish and maintain a business devoted to specializing in sports marketing and management and to engage in such other business in connection therewith, and in the sale of such other commodities as may be advantageous to the corporation.

b. To have one or more locations, to buy, hold, mortgage, convey, lease or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all the States and Countries.

c. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required. To purchase the corporate assets of any other corporation and engage in the same or any other character of business, to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise

EFFECTIVE DATE
JUL 1 1995

acquire or dispose of the shares of the capital stock or any bonds, securities or other evidences in indebtedness created by other corporations of the State of Florida or any other state of government, and while owner of such stock to exercise all rights, powers and privileges of ownership including the right to vote such stock.

d. To make advances and loans of money and credits and to receive, accept, hold, collect, and pay out deposits of money, to issue, receive, accept, hold, collect, assign, and transfer debts, contracts, covenants, and specialities, to receive and accept, mortgages or real estate and of interest in land and collateral and other forms of security for money and secure same by the issue of bonds, notes, mortgages, and all other forms of security. To make, enter into, purchase, transfer and assign any and all kinds of contracts, agreements, bonds, notes, or obligations, to make, enter into and perform contracts of any kind with any fund, person, association or corporation.

e. To have, possess, exercise and enjoy all the rights, privileges and powers incidental to any or all of the foregoing business or necessary or convenient for the full and complete exercise and performance of the same, to have, exercise and enjoy all the rights, powers and privileges incident to incorporation of like nature organized and existing under the Laws of the State of Florida.

The foregoing shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III

The capital stock of this corporation shall be seventy-five hundred shares of common

stock with par value of one dollar (\$1.00). All stock shall be fully paid for in lawful money of the United States or in property, labor, or services at a just valuation to be fixed by the directors of the corporation at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation shall commence business is not less than five hundred dollars (\$500.00).

ARTICLE V

The corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of said corporation shall be at 11624 Kingsley Manor Way, Jacksonville FL 32225, with branches at such other place or places within or without the State of Florida or within or without the United States of America as the Board of Directors may from time to time determine or resolve.

John David Pesterfield is the registered agent at the above address.

ARTICLE VII

Section 1. The corporation shall have two Directors initially. The number of Directors may be increased from time to time, by By-Laws adopted by the shareholders.

Section 2. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the First Annual Meeting of the corporation are:

Margaret Mary Lang
653 Coral Circle
St. Augustine FL 32084

John David Pesterfield
11624 Kingsley Manor Way
Jacksonville FL 32225

ARTICLE VIII

The names and street addresses of the officers of the corporation for the first year shall be:

Margaret Mary Lang- President/Secretary
653 Coral Circle
St. Augustine FL 32084

John David Pesterfield- Vice-President/Treasurer
11624 Kingsley Manor Way
Jacksonville FL 32225

ARTICLE IX

The name and street address of the subscriber to this Certificate of Incorporation is:

Margaret Mary Lang
653 Coral Circle
St. Augustine FL 32084

ARTICLE X

This Certificate of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved at a stockholders meeting by a majority of the stockholders entitled to vote hereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of this Certificate of Incorporation be made.

ARTICLE XI


Section 1. The Annual Meeting for election of the members of the Board of Directors shall be held as may be provided in the By-Laws.

Section 2. The corporation may provide in its By-Laws for the holding of additional

regular meetings and any special meetings and the By-Laws shall provide for notice for all such meetings.

IN WITNESS WHEREOF, the said subscriber and incorporator hereto set her hand and seal this 16th day of June 1995 for the purpose of forming this corporation under the laws of the State of Florida.

WITNESS:

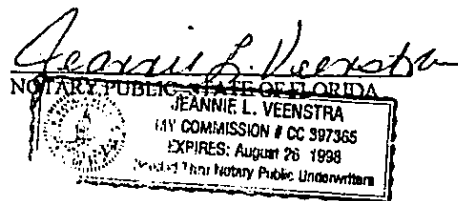

John D. Pesterfield
STATE OF FLORIDA
COUNTY OF DUVAL

Margaret Mary Lang
Margaret Mary Lang


Before, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Margaret Mary Lang to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 16th day of June 1995.

JOHN DAVID PESTERFIELD



I hereby am familiar with and accept the duties and responsibilities as the Registered Agent for the above named corporation.


JOHN DAVID PESTERFIELD
Registered Agent