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FILED  
SECRETARY OF CORPORATIONS  
95 JUN -8 PM 4:22

June 6, 1995

DIVISION OF CORPORATIONS

P.O. Box 6327

Tallahassee, Fl. 32314

500001508755  
-06/08/95--01001--005  
\*\*\*122.50 \*\*\*122.50

Enclosed find the ARTICLES OF INCORPORATION OF SPORTS RARITIES INTERNATIONAL, INC. along with the check for \$122.50 from David H. Boshart (#231 SunBank/Southwest 149550038210).

If you have any comments or questions please do not hesitate to call toll free at (800) 382-5278.

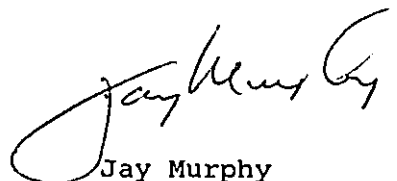
As indicated the address / registered agent is:

DAVID H. BOSHART, SR.  
11000-33 METRO PARKWAY  
FORT MYERS, FLORIDA 33912

W95-12375

Thank you in advance, for your cooperation.

DB 6/29/95

  
Jay Murphy

EFFECTIVE DATE  
6-1-95



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 19, 1995

DAVID H. BOSHART, SR.  
11000-33 METRO PARKWAY  
FT. MYERS, FL 33912

SUBJECT: SPORT RARITIES INTERNATIONAL, INC.  
Ref. Number: W95000012375

We have received your document for SPORT RARITIES INTERNATIONAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 695A00029847

June 22, 1995

DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, Fl. 32314

Attention: Agnes Bundick  
Corporate Specialist

SUBJECT: SPORTS RARITIES INTERNATIONAL, INC.  
Ref. Number: W95000012375

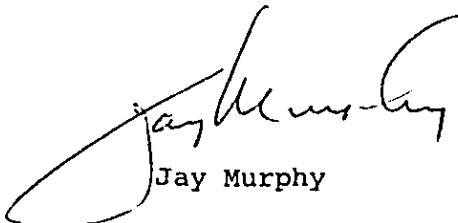
Enclosed find the revised ARTICLES OF INCORPORATION OF SPORTS RARITIES INTERNATIONAL, INC. in response to your correspondence of June 19, 1995, letter number: 695A00029847 (a copy is enclosed).

If you have any comments or questions please do not hesitate to call toll free at (800) 382-5278.

As indicated the corporation's principal office and mailing address / registered agent is:

DAVID H. BOSHART, SR.  
11000-33 METRO PARKWAY  
FORT MYERS, FLORIDA 33912

Thank you in advance, for your cooperation.

  
Jay Murphy

ARTICLES OF INCORPORATION  
OF  
SPORTS RARITIES INTERNATIONAL, INC.

FILED 6  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN -8 PM 4:22

EFFECTIVE DATE  
6-1-95

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME.

The name of this corporation shall be SPORTS RARITIES INTERNATIONAL, INC.

ARTICLE II. DURATION.

The corporation shall commence June 1, 1995 and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be 1,000 shares of common stock, all of the same class and each having a stated value of one (\$1.00) dollar.

Each share of capital stock shall entitle the holder thereof to one vote at any stockholders' meeting and otherwise to participate in all such meetings and in the assets of the corporation. They shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of such shares. They may be paid for in lawful money of the United States of America, or in property, labor or services.

#### ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

NAME	ADDRESS
David H. Boshart, Sr.	11000-33 Metro Parkway Fort Myers, Florida 33912

#### ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one (1) Director initially, and the name and address of the initial Director is as follows:

NAME	ADDRESS
David H. Boshart, Sr.	11000-33 Metro Parkway Fort Myers, Florida 33912

#### ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

#### ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

#### ARTICLE IX. DISTRIBUTIONS

The Board of Directors as empowered by the Bylaws may authorize distributions to shareholders. Such distributions may not be less than thirty 30% percent of the income allocated or attributed to each shareholder for a calendar year and shall be payable within one hundred days after the end of that calendar year, the intent of this is to approximate Federal Income Tax Liability.

#### ARTICLE X. PRINCIPAL OFFICE AND INCORPORATORS

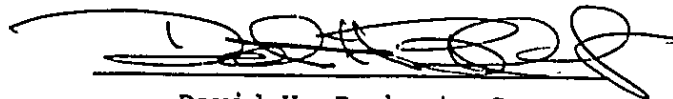
The Corporations principal office and mailing address is:	
NAME	ADDRESS
SPORTS RARITIES INTERNATIONAL, INC.	11000-33 Metro Parkway Fort Myers, Florida 33912

The principal office and registered office address are the same.

The name and address of the person signing these Articles of Incorporation is as follows:

NAME	ADDRESS
David H. Boshart, Sr.	11000-33 Metro Parkway Fort Myers, Florida 33912

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this twenty-sixth (26) day of May, 1995.



David H. Boshart, Sr.

STATE OF FLORIDA )  
COUNTY OF LEE )

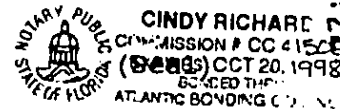
Before me personally appeared David H. Boshart, Sr., known to me personally to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State named above this 26th day of May, 1995.

  
Notary Public

My Commission Expires:

Oct 20, 1998



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DIVISION OF CORPORATIONS  
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#### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of chapter 48.091, Florida Statutes, relative to keeping open said office.

Registered Agent:

  
David H. Boshart, Sr.

Registered office address  
(same as principal office):

11000-33 Metro Parkway  
Fort Myers, Florida 33912