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FAX: (904) 922-4000  
FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- FL 33418-0000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3894  
FAX: (305) 541-3770

(((H95000008071))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: SPORT GROUP, INC.  
FAX AUDIT NUMBER: H95000008071  
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95 JUL 21 PM 2:29  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF

ARTICLE I. CORPORATE NAME.

The name of this corporation is: SPORT GROUP, INC.

Corporate Address: 1818 West Flagler Street  
Miami, Florida 35

ARTICLE II. NATURE OF BUSINESS.

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III. DURATION.

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: Seven Hundred and Fifty Shares.
- C. Par Value: Each share of Common Stock shall have a par value of \$10.00.
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any other combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights: Holders of Common Stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

Prepared by Cesar R. Camacho, Esq.  
File No. 198008  
240 East Flagler Street, Miami, Florida 33131  
374-3624

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FILED  
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CLERK OF DISTRICT COURT  
MIDDLESEX COUNTY  
JULIUS ROSENBERG



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First - That SPORT GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Cesar R. Camacho, Esq. located at 240 East Flagler Street, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: \_\_\_\_\_

*Cesar R. Camacho*  
Registered Agent

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