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Peter J. Somma, Jr.
Attorney and Counsellor at Law
30 Oak Street
Stamford, Connecticut 06905

Peter J. Somma, Jr.
Lawrence T. Somma
Kathleen A. Gundeck
Legal Assistant

Telephone
(203) 327-0625
Fax
(203) 324-7459

July 24, 1995

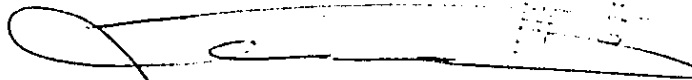
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Advantage Sports Hospitality and Merchandising Co. Inc.

Gentlemen:

Enclosed herewith find Transmittal Letter; Articles of Incorporation, and
Certificate of Designation of Registered Agent, together with a check for \$131.25.

Sincerely,



Peter J. Somma, Jr.

PJS:Kag
Enclosure

7/28/95
LD

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-07/27/95--01045--001
***131.25 ***131.25

ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: ADVANTAGE SPORTS HOSPITALITY AND
MERCHANDISING CO. INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

400 Main Street
Suite 711
Stamford, CT 06901

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

SIX HUNDRED (600) SHARES COMMON STOCK

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

GERALDINE DELIBERO
132 Tara Lakes Drive West
Boynton Beach, Florida 33436

ARTICLE V INCORPORATOR(S)

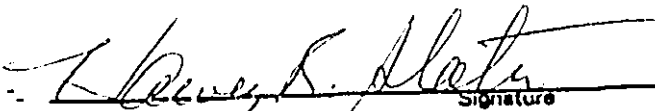
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

HARVEY R. SLATER
1 Country Road
Westport, CT 06880

KEVIN SHELTON
707 South Sierra
Solana Beach, California 92075

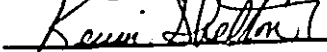
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

20th day of July 1995 .



Harvey R. Slater

Signature



Kevin Shelton

Signature

Signature

**Articles of Incorporation
Filing Fee - \$35**

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 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.

1. The name of the corporation is: ADVANTAGE SPORTS HOSPITALITY AND

MERCHANDISING CO. INC.

2. The name and address of the registered agent and office is:

GERALDINE DELIBERO

(Name)

132 Tara Lakes Drive West

(P.O. Box ~~not~~ acceptable)

Boynton Beach, Florida 33436

(City/State/Zip)

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.

Geraldine F. Delibero
(Signature)
Geraldine Delibero

July 20, 1995

(Date)

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Peter J. Somma, Jr.
Attorney and Counsellor at Law
30 Oak Street
Stamford, Connecticut 06905

Peter J. Somma, Jr.
Laurence T. Somma
Kathleen A. Gondeck
Legal Assistant

August 29, 1995

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(203) 327-0625
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(203) 324-7459

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

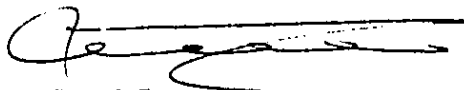
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-09/01/95--01004--011
*****35.00 *****35.00

Re: Advantage Sports Hospitality and Merchandising Co. Inc.

Gentlemen:

Enclosed herewith find Articles of Amendment to Articles of Incorporation of Advantage Sports Hospitality and Merchandising Co. Inc. form, together with a check for \$35.00 representing the filing fee.

Sincerely,



Peter J. Somma, Jr.

PJS:Kag
Enclosure

SH SEP - 5 1995

Amend.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 31 PM 2:37

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

ADVANTAGE SPORTS HOSPITALITY AND MERCHANDISING CO. INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Principal Place of Business: 132 Tara Lakes Drive West
Boynton Beach, Florida 33436
c/o Geraldine Delibero

Mailing Address: c/o Mastro & Sandler
450 7th Avenue
Suite 3005
New York City, New York 10123

FILED
DIVISION OF CORPORATE
AFFAIRS
55 AUG 31 PM 2:37

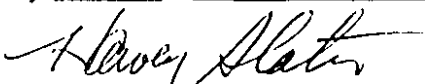
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: NONE

THIRD: The date of each amendment's adoption: August 28, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- "The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group
- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 28th of August, 19 95.


Signature Harvey Slater, President
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title

SECTION 17
DIVISION OF CORPORATE AFFAIRS
95 AUG 31 PM 2:37

P95000058570

Requestor's Name

Address

300002242773--3
-07/21/97-01083--011
*****43.75 *****43.75

Office Use Only

F & L Assoc.
OLD BRIDGE, NJ. 08857
67 Greenwood Rd.

NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 JUL 21 PM 3:24

APPROVED
FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ms
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Examiner's Initials

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: ADVANTAGE SALES/HOSPITALITY AND
MERCHANDISING CO., INC.

SECOND: The date dissolution was authorized: 1/1/97

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 14TH day of JULY, 19 97.

Signature

x Harvey Slater
(By the Chairman or Vice Chairman of the Board, President, or other officer)

HARVEY SLATER
(Typed or printed name)

Pres.
(Title)