

8/18/95

FLORIDA DIVISION OF CORPORATIONS

10:02 AM

((H95000009149))

TO: DIVISION OF CORPORATIONS

FROM: LEADER SPORTS GROUP, INC.

DEPARTMENT OF REVENUE

121 BRICKELL AVENUE

STATE OF FLORIDA

MIAMI FL 33131

209 EAST GAINES STREET

31-0000

ALLAHASSEE, FL 32399

CONTACT: ELIZABETH C GALVIN

FAX: (904) 922-4000

PHONE: (305) 789-5449

FAX: (305) 579-0717

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LEADER SPORTS GROUP, INC.

FAX AUDIT NUMBER: H95000009149

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/18/1995

TIME REQUESTED: 10:02:19

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076077001461

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

From:

August 18, 1995

ELIZABETH GALVIN
GREENBERG TRAUER
1221 BRICKELL AVENUE
MIAMI, FL 33131

SUBJECT: LEADER SPORTS GROUP, INC.
REF: W95000016721

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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2: Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

As requested

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**ARTICLES OF INCORPORATION
OF
LEADER SPORTS GROUP, INC.**

ARTICLE I

The name of the corporation is LEADER SPORTS GROUP, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 390 North Orange Avenue, #2600, Orlando, FL 32801-1642.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|--|--------------------------------|---------------------------|
| 1,000 | \$ 0.01 | Common |

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Gary M. Epstein.

Submitted By: Gary M. Epstein, Esq.
GREENBERG TRAUB &
1221 Brickell Avenue
Miami, FL 33131
FL Bar #307246
(305) 579-0800

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ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

ROBERT E. FRALEY
390 N. Orange Avenue - #2800
Orlando, FL 32801-1642

ARTICLE VII

The name of the Incorporator is Gary M. Epstein and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18th day of August, 1995.


GARY M. EPSTEIN, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of LEADER SPORTS GROUP, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


GARY M. EPSTEIN, Registered Agent

Dated: August 18, 1995

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FORM 100, 1995

1201 HAVEN STREET
FALL HARBOR, FL 33908
904 222 1111

Box 142 B086

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ACCOUNT NO. : 0721000000032
REFERENCE : 683175 - 4656A
AUTHORIZATION : *Elizabeth Galvin*
COST LIMIT : 9 35.00

ORDER DATE : September 15, 1995

ORDER TIME : 10:55 AM

09/15/95 10:55 AM

ORDER NO. : 683175

CUSTOMER NO: 4656A

RF change

CUSTOMER: Elizabeth Galvin, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

CHANGE OF AGENT

NAME: LEADER SPORTS GROUP, INC.

*RECEIVED
SEP 15 1995*

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CONTACT PERSON: Lynne Roberts

TO:

Sandra B. Mortham, Secretary of State
FLORIDA DEPARTMENT OF STATE - Division of Corporations
Tallahassee, Florida 32301

**STATEMENT OF CHANGE OF REGISTERED AGENT
AND REGISTERED OFFICE**

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Pursuant to the provisions of §607.0502(2), Florida Statutes, the undersigned corporation, organized under the laws of the State of **FLORIDA**, submits the following statement in order to change its registered agent and registered office in the State of Florida.

1. The name of the corporation is: LEADER SPORTS GROUP, INC.

1a. Date of Incorporation August 12, 1995 Document P95000064264

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

GARY M. EPSTEIN *** 1221 Biscayne Avenue, Miami, FL 33131

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

RICHARD NEAL, ESQ. *** 390 N. Orange Avenue, #2600, Orlando, FL 32801-1642

The street address of its registered agent and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its Board of Directors on Aug. 28, 1995.

Signature:

Robert E. Fraley
ROBERT E. FRALEY, Director & President

Dated:

August 28, 1995.

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

BY:

Richard Neal
RICHARD NEAL, ESQ., Registered Agent

Dated: August 28, 1995

**WRITTEN CONSENT TO CORPORATE ACTION
BY THE SOLE DIRECTOR OF**

LEADER SPORTS GROUP, INC.

Pursuant to §607.0502(g), the undersigned, being the Sole Director of LEADER SPORTS GROUP, INC. (the "Corporation"), organized and existing under the laws of the State of Florida, does hereby agree that when the director has signed this consent or an exact counterpart hereof, each of which counterparts when taken together shall constitute but one and only one consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given. The following resolutions are hereby adopted:

RESOLVED, that the Corporation's registered office shall be changed

from 1221 Brickell Avenue, Miami, FL 33131

to 390 N. Orange Avenue, #2600, Orlando, FL 32801-1642

RESOLVED, that the Corporation's registered agent shall be changed

from GARY M. EPSTEIN

to RICHARD NEAL ESQ.

RESOLVED, that henceforth the street address of the registered office of the Corporation and the street address of the business office of the Corporation's registered agent, as changed, shall be identical.

RESOLVED, that the action contained herein shall be effective as of the 28th day of August, 1995.

IN WITNESS WHEREOF, the undersigned, being the Sole Director of the Corporation has executed the foregoing Written Consent to Corporate Action for the purposes expressed herein this the 28th day of August, 1995.

DIRECTOR:



ROBERT E. FRALEY