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WOOLFOLK, ESTES, KEOUGH & DUBOSE, P. A.
ATTORNEYS AND COUNSELORS AT LAW

LANDMARK CENTER ONE
805 EAST ROBINSON STREET, SUITE 200
POST OFFICE 1 WEEH 0761
ORLANDO, FLORIDA 32802-1751

MARY JAYE DEBARI

August 23, 1995

TELEPHONE (407) 840-0600
FAX (407) 840-0600

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****122.50 ****122.50

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Sports Mania, Inc.

Gentlemen:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation and a check totalling One Hundred Twenty Two and 50/100 dollars (\$122.50) made payable to the Department of Corporations for the filing fee. The One Hundred Twenty Two and 50/100 Dollars (\$122.50) represents Thirty Five Dollars (\$35.00) for filing fees, Fifty Two and 50/100 Dollars (\$52.50) for a certified copy and Thirty Five Dollars (\$35.00) for the registered agent designation. Please return the certified copy in the pre-addressed, stamped envelope enclosed herewith for your convenience.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

Mary Jaye DeBari

Mary Jaye DeBari

MJD:lk
Enclosures

55 ENCLOSURES
DIVISION OF CORPORATIONS
SEP 1 1995

9/5/95

ARTICLES OF INCORPORATION
OF
SPORTS MANIA, INC.

FILED
CLERK OF DISTRICT COURT
STATE OF FLORIDA
95 AUG 27 AM 9:13

ARTICLE I
NAME OF INCORPORATION

The name of the corporation is Sports Mania, Inc.

ARTICLE II

The principal office of the Corporation is located at 226 Eagle Ridge Dr., Winter Haven, Florida.

ARTICLE III

The street address of the initial registered agent of the Corporation is 226 Eagle Ridge Dr., Winter Haven, Florida and the name of the initial registered agent at that address is Charles D. Sheppard.

ARTICLE IV

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE V

The affairs of this Corporation shall be managed initially by a Board of two (2) Directors. The number of Directors may be changed by amendment of the By-Laws of the Corporation. The names and addresses of the persons who are to act in the capacity of Director until the selection of his/her successor are:

NAME

ADDRESS

Miguel Del Pozo

5813 Red Fox Dr.
Winter Haven, Florida

Charles D. Sheppard 32 W. D Street
Frostproof, Florida

At the first annual meeting, the members shall elect two (2) Directors for a term of one (1) year.

ARTICLE VI

The affairs of the Corporation shall be managed by a President, Vice-President, Secretary, and Treasurer and such other officers as permitted by the By-Laws. The names of the persons who shall act as officers of the Corporation until the election of his/her successor are:

President	Miguel Del Pozo
Vice-President	Charles D. Sheppard
Secretary	Charles D. Sheppard
Treasurer	Charles D. Sheppard

The above-named officers shall serve until the first and organizational meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their selection.

ARTICLE VII

DURATION

The corporation shall exist perpetually.

ARTICLE VIII

BY-LAWS

The By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,700 shares of common stock (having a par value of \$1.00 per share). All shares are subject to the following restrictions:

A. Shareholders may dispose of their stock in this Corporation or encumber said stock only under the conditions expressed herein.

B. Any shareholders desiring to encumber or dispose of his stock must obtain the written consent of each of the other shareholders of this Corporation.

C. In the absence of the obtaining of such written consent, the shareholder desiring to encumber or dispose of the stock shall offer to sell all of his stock, first, to the Corporation in accordance with the terms of this agreement. He shall inform the Corporation of his intention to sell by registered mail to the Corporation, at its registered agent's office, and to each shareholder. Within sixty (60) days of the date of such receipt of said notice by the Corporation and by each of the other shareholders, the sale shall take place and the Corporation shall purchase the stock in accordance with the requirements hereinafter stated. The purchase price for each share of stock shall be the book value on the last day of the month preceding the date of the notice of intention to sell. The accountant for the Corporation shall determine the book value, and the Corporation shall pay said amount in cash. If the Corporation does not have sufficient surplus, then whatever surplus is available shall be utilized and the Corporation, through its shareholders, shall reduce the capital of the Corporation in order to provide sufficient surplus for the Corporation to purchase all of the offered stock. In the event the Corporation is unable under the law to so reduce its capital, then the shareholders shall offer to sell the stock to the remaining shareholders of the Corporation, to be purchased at the same time as defined above, on a pro rata basis. In the event of the death of any shareholders, his stock shall be purchased by the Corporation, in accordance with the above-referenced provisions. In the event the Corporation is unable to purchase any or all of the stock, the remaining shareholders of the Corporation shall have the right to purchase their pro rata amount of the decedent's stock at the above-determined price. The estate of the decedent

shall be obligated to sell said stock to the Corporation or other shareholders.

D. The certificates of stock of this Corporation shall be temporarily surrendered to the Corporation for the purpose of adding the following endorsement on each share certificate: "This share certificate is subject to a restriction against sale or encumbrance contained in the Articles of Incorporation. Said Articles provide for restrictions upon transfer of the stock and a copy of the Articles of Incorporation may be obtained from the Secretary of the Corporation." After said stock is inscribed with said statement, then the stock certificates shall be returned to the shareholders immediately subsequent to the endorsement of the share certificates. This restriction is binding upon all purchasers of the stock of this Corporation, their heirs, successors, assigns, and legal representatives.

ARTICLE X

INCORPORATOR

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

NAME

ADDRESS

Charles D. Sheppard	32 W. D Street Frostproof, Florida
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ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all the Directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made.

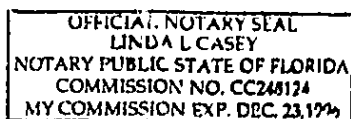
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the Incorporator of this Corporation, have executed these Articles of Incorporation this 24 day of August, 1995.

Charles D. Sheppard
Charles D. Sheppard

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of August, 1995, Charles D. Sheppard, who is personally known to me or who produced _____ as identification.

Given my hand and official seal this 24th day of August, 1995.



Linda L. Casey
Printed Name: Linda L. Casey

Notary Public, State and
County Aforesaid.

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Sports Mania, Inc.

Charles D. Sheppard
Charles D. Sheppard

FILED
STATE
CLERK OF
COUNTY OF ORANGE
95 AUG 27 11 52 13

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WOOLFOLK, ESTES, KEOUGH & DuBOSE, P.A.
ATTORNEYS AND COUNSELORS AT LAW

LANDMARK CENTER ONE
115 EAST ROBINSON STREET, SUITE 555
POST OFFICE DRAWER 1751
ORLANDO, FLORIDA 32802-3751

MARY JAY DeBARI

December 6, 1995

TELEPHONE (407) 649-6580
FAX (407) 649-6588

Secretary of State
Division of Corporations
Amendments Section
P. O. Box 6327
Tallahassee, Florida 32314

300001659523
-12/12/95--01046--016
*****35.00 *****35.00

Re: Sports Mania, Inc. to Sports Wheel, Inc.

Dear Sirs:

Enclosed herewith please find Articles of Amendment to Articles of Incorporation and Amendment to Articles of Incorporation to the above-referenced corporation. The requested name is:

Sports Wheel, Inc.

You will also find enclosed our check in the amount of \$35 for the name change and a self-addressed, stamped envelope for return of the copy of this change. If you have any questions, please call our office.

Very truly yours,

Mary Jay DeBari

Mary Jaye DeBari

MJD\lk
enc.

FILED
95 DEC 11 PM 12:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N/C

VS DEC 15 1995

ARTICLES OF
AMENDMENT TO ARTICLES OF INCORPORATION
OF
SPORTS MANIA, INC.

FILED
95 DEC 11 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the shareholders and the directors of the corporation hereby certify that:

1. The name of the corporation is SPORTS MANIA, INC.
2. The corporation was formed pursuant to the filing of the Articles of Incorporation in the office of the Secretary of State on the 30th day of August, 1995.
3. In accordance with Florida Statutes 607.181(3), all of the shareholders and all of the directors have approved the Amendment to the Articles of Incorporation and said Amendment is attached hereto and hereby made a part of this Amendment.

IN WITNESS WHEREOF, the corporation has caused this Amendment to be signed in its name by its shareholders and directors and the corporate seal to be affixed this 22nd day of October, 1995.

BY: Charles D. Sheppard
Charles D. Sheppard
Vice President

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared Charles D. Sheppard who are to me well known to be the persons described in and who subscribed the above Amendment to the Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Tallahassee, Polk County, Florida this 22nd day of October, 1995.

Linda L. Casey
Printed Name: Linda L. Casey

Notary Public, State and County
aforesaid

My Commission Expires:

BY: Miguel Del Pozo
Miguel Del Pozo
President

STATE OF FLORIDA
COUNTY OF POLK

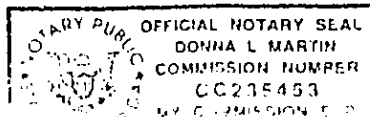
BEFORE ME, the undersigned authority, personally appeared Miguel Del Pozo who are to me well known to be the persons described in and who subscribed the above Amendment to the Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for uses and purposes therein mentioned and set forth. who produced Fla. driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Lake Wales, Polk County, Florida this 27th day of November, 1995.

Donna L. Martin
Printed Name: Donna L. Martin

Notary Public, State and County
aforesaid

My Commission Expires:



AMENDMENT TO ARTICLES OF INCORPORATION
OF
SPORTS MANIA, INC.

The Articles of Incorporation of SPORTS MANIA, INC. are amended as follows:

ARTICLE I

NAME OF INCORPORATION

The name of the corporation is SPORTS WHEEL, INC.

ARTICLE IV

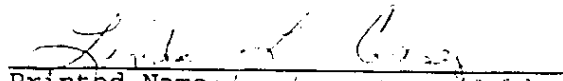
The nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.


Charles D. Sheppard

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 23rd day of November, 1995, by Charles D. Sheppard who is personally known to me (or who produced _____ as identification).

Given under my hand and official seal this 23rd day of November, 1995.


Printed Name: Linda L. Casey

Notary Public, State and County
aforesaid.

My Commission Expires:

LINDA L. CASEY
Notary Public, State of Florida
My comm. expires Dec. 23, 1996
Comm. No. CC248124

Miguel Del Pozo
Miguel Del Pozo

STATE OF FLORIDA
COUNTY OF POLK

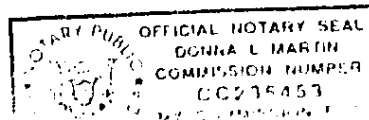
The foregoing instrument was acknowledged before me this 27th
day of November, 1995, by Miguel Del Pozo who is
personally known to me (or who produced Fla. drivers license as
identification).

Given under my hand and official seal this 27th day of
November, 1995.

Donna L. Martin
Printed Name: Donna L. Martin

Notary Public, State and County
aforesaid.

My Commission Expires:



P95000067865

GILBERTO V. FORT
ATTORNEY AND COUNSELLOR AT LAW
717 PONCE DE LEON BOULEVARD
SUITE 205
CORAL GABLES, FLORIDA 33134

TEL: (305) 443-0112

FAX: (305) 445-6903

October 10, 1996

State of Florida
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

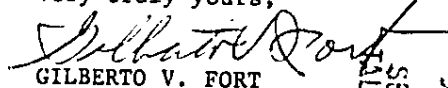
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-10/15/96--01174--001
*****35.00 *****35.00

Dear Sirs:

Enclosed, please, find:

- 1) Resignation of our client, MIGUEL DEL POZO, as President
and Director of SPORTS WHEEL, INC., of 226 Eagle
Ridge Drive, Winter Haven, Florida
Document No. P95000067965
- 2) Our check number 2009, in the amount of \$ 35.00 to cover
filing fees of the above document.

Very truly yours,


GILBERTO V. FORT

GVF/nl
cc: Mr. Del Pozo

56 OCT 14 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01760
RFS
10/18

RESIGNATION OF OFFICER AND DIRECTOR
OF
SPORTS WHEEL, INC.

DOC # 95P000267965

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared
MIGUEL DEL POZO, who, by me being first duly sworn says under
penalties of perjury:

1. That MIGUEL DEL POZO hereby resigns effective immediately
as Director and President of SPORTS WHEEL, INC.
2. That the corporation is hereby notified in writing of the
resignation.
3. That the resignation has been reflected in the corporate
minutes.

FURTHER AFFIANT SAYETH NOT.

Date January 15, A.D. 1996

Miguel Del Pozo
Miguel Del Pozo

The foregoing instrument was acknowledged before me this 15th
day of January, 1996 by MIGUEL DEL POZO who is personally
known to me or has produced _____ as identification.

Gilberto V. Fort
Notary

My Commission Expires:



GILBERTO V. FORT
Commission #CC348530
Expires Feb 3, 1998
Atlantic Bonding
1-800-732-2245

95 OCT 14 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA