

P95000068324

MARK A. BAHR
P.O. Box 1392
Marco Island, Florida 33969

August 8 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
AUG 10 1995

RE: Articles of Incorporation for Sportlite Corporation

Dear Sir or Madam:

Enclosed for filing with your office are duplicate originals of the Articles of Incorporation of SPORTLITE CORPORATION.

A check in the amount of \$122.50 is enclosed, representing payment as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	\$122.50

After filing, please send a certified copy of the Articles of Incorporation to the address indicated at the top of this letterhead.

Very truly yours,

Mark A. Bahr

Mark A. Bahr
President

Enclosures

W95-17248
025

PAID 8-25-95
R95-1724



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 25, 1995

MARK A. BAHR
P.O. BOX 1392
MARCO ISLAND, FL 33969

SUBJECT: SPORTLITE CORPORATION
Ref. Number: W95000017248

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

The effective date is not acceptable since it is not within five working days of the date of receipt.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 495A00039854

ARTICLES OF INCORPORATION
OF
SPORTLITE CORPORATION

FILED

95 AUG 25 1990

The undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be SPORTLITE CORPORATION.

ARTICLE II

This Corporation shall have the authority to engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This Corporation is authorized to issue 100 shares of common stock, \$1.00 par value. Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The initial registered agent of this Corporation is William G. Morris, and the principal address and registered office address of this Corporation is 247 North Collier Boulevard, Marco Island, Florida 33937.

ARTICLE V

This Corporation shall have one Director initially. The number of directors may be increased or decreased from time to time by a vote of a majority of the Shareholders, but shall never be less than one. The name and address of the initial director is:

Mark A. Bahr
P. O. Box 1392
Marco Island, FL 33937

ARTICLE VI

This Corporation is to exist perpetually unless sooner dissolved according to law. The Corporation shall be effective as of August 21, 1995.

ARTICLE VII

The name and street address of the incorporator is Mark A. Bahr, P. O. Box 1392, Marco Island, FL 33937.

ARTICLE VIII

1. The initial bylaws of this Corporation shall be adopted by the Board of Directors. The bylaws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any bylaw adopted by the Directors. The Directors may not alter, amend or repeal any bylaw adopted by the Shareholders, nor may the Directors adopt bylaws which would be in conflict with the bylaws adopted by the Shareholders.

2. Any incorporator or Shareholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors, shall conclusively

be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

3. Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation, said costs and expenses to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such Officer or Director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of heirs, executors and administrators of any such Director or Officer.

4. A Director or Officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any Director or Officer or any firm of which any Director or Officer is a member or any Corporation of which any Director or Officer is a shareholder, officer, or

director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved by either: (a) a vote of a majority of the Board of Directors having no interest in such contract or transaction; or (b) the written consent or vote by the holders of a majority of the outstanding shares of the stock in the Corporation entitled to vote. A Director interested in the contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additionally, no Director or Officer shall be liable to account to the Corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or present the authorized approval of such contracts in any other manner permitted by laws.


ARTICLE IX

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 Shareholders, and approved at a Shareholders' Meeting by a majority of the Shareholders entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of

Incorporation be made. All rights of Shareholders are subject to this reservation.

THE UNDERSIGNED, hereby declares and certifies that the facts herein stated are true and accordingly the undersigned has, this 31st day of August, 1995 executed this Articles of Incorporation.

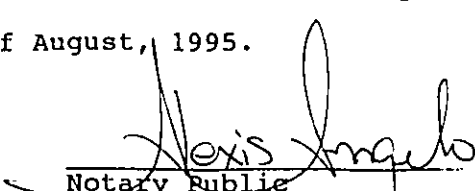

Mark A. Bahr

STATE OF FLORIDA
COUNTY OF COLLIER

I HER. BY CERTIFY, that on this day, before me an officer duly authorized in the State and County aforesaid to take acknowledgments, appeared Mark A. Bahr, who is personally known to me and who did take oath.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of August, 1995.

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 2/1/98
BANKED INTO CENTRAL IN. 1992.


Notary Public

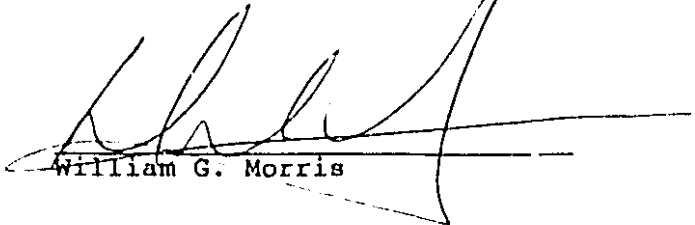
My commission expires:

Print Name: Alexis Angelo

IN WITNESS WHEREOF, I, the undersigned, being the original registered agent for the Corporation hereinabove named, do hereby accept the appointment as registered agent for said

FILED
05 AUG 25 / 11:10:19
NOTARY PUBLIC
FLORIDA

Corporation and hereunto set my hand and/or seal this 27th day of August, 1995.

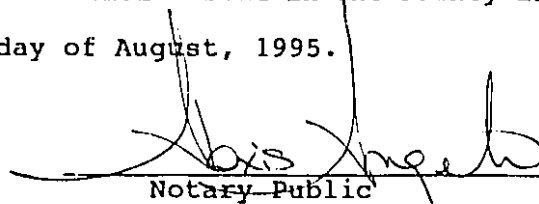

William G. Morris

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, appeared William G. Morris, who is personally known to me and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of August, 1995.

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. OCT. 29, 1995
BONDED THRU GENERAL INS. UND.


Notary Public

My commission expires:

Print Name: Notary Angelo