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TO: DIVISION OF CORPORATIONS FROM: LOWNDES, DROSDICK, DOSTER, KANTOR &
DEPARTMENT OF STATE 215 N EOLA DR
STATE OF FLORIDA
409 EAST GAINES STREET ORLANDO FL 32801-
TALLAHASSEE, FL 32399 CONTACT: CINDA M FARREN
FAX: (904) 922-4000 PHONE: (407) 843-4600
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ORLANDO SPORTSPLEX OPERATIONS, INC.
FAX AUDIT NUMBER: H95000010204 CURRENT STATUS: REQUESTED
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CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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05 SEP 13 PM 4:20
TALLAHASSEE, FLORIDA

11:30 AM
09/14/95

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ARTICLES OF INCORPORATION
OF
ORLANDO SPORTSPLEX OPERATIONS, INC.

FILED
95 SEP 13 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Orlando Sportsplex Operations, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Orlando Sportsplex Operations, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

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

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation,

This instrument was prepared by:
James P. Heckin, Jr., Esq.
Lowndes, Drosdick, Doester, Kantor & Reed, P.A.
215 N. Eola Drive
Post Office Box 2809
Orlando, Florida 32802-2809
(407)843-4600
Florida Bar Number: 0302694

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Articles of Incorporation of
Orlando Sportsplex Operations, Inc.
Page 2

including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial principal office of the corporation is 600 W. Amelia Street, Orlando, Florida 32801 and the name of the corporation's initial registered agent is James F. Heckin, Jr., whose address is 215 N. Eola Drive, Orlando, Florida 32801.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
James F. Heckin, Jr.	215 N. Eola Drive Orlando, Florida 32801

ARTICLE VII. INCORPORATORS

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
James F. Heckin, Jr.	215 N. Eola Drive Orlando, Florida 32801

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the

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Orlando Sportsplex Operations, Inc.
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board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.


[Signature on Next Page]

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Orlando Sportsplex Operations, Inc.
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 12th day of September, 1995.


James F. Heckin, Jr.

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(CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.)

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Orlando Sportsplex Operations, Inc., desiring to organize under the laws of the State of Florida with its initial principal office and mailing address, as indicated in the Articles of Incorporation, at 600 W. Amelia Street, City of Orlando, County of Orange, State of Florida, has named James F. Heckin, Jr., located at 215 N. Eola Drive, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.

James F. Heckin, Jr.
James F. Heckin, Jr.
Registered Agent

FILED
95 SEP 13 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/19/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

4:37 PM

((H96000003974))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR &
215 N EOLA DR

409 EAST GAINES STREET
TALLAHASSEE, FL 32399

ORLANDO FL 32801- 401-

FAX: (904) 922-4000

CONTACT: PATTIE M CALLAHAN

PHONE: (407) 843-4600

FAX: (407) 423-4495

((H96000003974))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: ORLANDO SPORTSPLEX OPERATIONS, INC.

FAX AUDIT NUMBER: H96000003974

CURRENT STATUS: REQUESTED

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96 MAR 20 AM 10:46
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ORLANDO SPORTSPLEX OPERATIONS, INC.

ORLANDO SPORTSPLEX OPERATIONS, INC., a Florida corporation (the "Corporation") by and through its undersigned Incorporator, files these Articles of Amendment to the Articles of Incorporation of the Corporation, pursuant to the provisions of Section 607.1005, Florida Statutes:

1. Article I of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

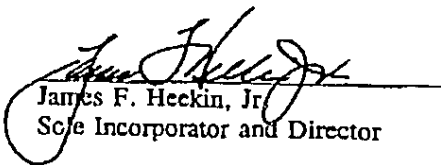
"ARTICLE I.
NAME

The name of the Corporation is: Orlando Sportsplex, Inc."

2. Except as amended hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.

3. The foregoing amendment was adopted on March 19, 1996, by the sole incorporator and the sole director of the Corporation prior to the issuance of shares.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has executed these Articles of Amendment on March 19, 1996.


James F. Heckin, Jr.
Sole Incorporator and Director

This instrument was prepared by:
James F. Heckin, Jr.
Lowndes, Drotzick, Doster, Kantor & Reed, P.A.
Post Office Box 2809
Orlando, Florida 32802-2809
(407)843-4600
Fla. Bar No. 0302694

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