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ATTORNEYS AT LAW

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N. DWAYNE GRAY, JR.  
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BARRY J. SOBERING  
OF COUNSEL

FILED  
96 JAN -8 PM 1:00  
GREGORY W. GLASS  
M. BRADLEY LUCZAK  
KENNETH L. SCHULTZ  
RAMANTHA J. SUIRO

January 4, 1996

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

7000001681897  
-01/08/96--01102--006  
\*\*\*122.50 \*\*\*122.50

Re: Tru Image Sports, Inc.  
Our File No. 507-1

Dear Sir or Madam:

Enclosed are an original and one copy of Articles of Incorporation pertaining to Tru Image Sports, Inc., together with our check in the amount of \$122.50, representing the filing fees of \$35.00, designation of registered agent fee of \$35.00, and \$52.50 to obtain a certified copy of the Articles after the same has been filed.

If you have any questions, please do not hesitate to call my office "collect."

Thank you for your assistance in this regard.

Very truly yours,

*Robert B. White, Jr.*  
Robert B. White, Jr.

/clt  
Enclosures

1-11-96  
24

**ARTICLES OF INCORPORATION  
OF  
TRU IMAGE SPORTS, INC.**

FILED  
96 JAN -8 10 11 AM  
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes these Articles of Incorporation intending to form a corporation under the provisions of Chapter 607, Florida Statutes.

**ARTICLE I - NAME**

The name of this corporation is TRU IMAGE SPORTS, INC.

**ARTICLE II - PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by Chapter 607, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

**ARTICLE III - CAPITAL STOCK**

The corporation is authorized to issue one thousand (1,000) shares of common stock, each share having a par value of \$1.00.

**ARTICLE IV - DURATION**

The corporation is to have perpetual existence, beginning in accordance with law.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4081 L. B. McLeod Road, Suite L, Orlando, Florida, 32811, and the name of the initial registered agent is Chad Maali.

#### **ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of this corporation is 4081 L. B. McLeod Road, Suite L, Orlando, Florida, 32811.

#### **ARTICLE VII - BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The initial directors of this corporation shall be:

Chad Maali  
4081 L. B. McLeod Road  
Suite L  
Orlando, FL 32811

Sherif ElHaddad  
4081 L. B. McLeod Road  
Suite L  
Orlando, FL 32811

#### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these articles is:

Chad Maali  
4081 L. B. McLeod Road  
Suite L  
Orlando, FL 32811

IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation this 28<sup>th</sup> day of December, 1995.

Incorporator

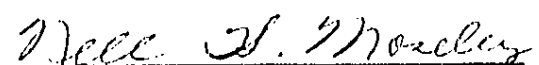
  
Chad Maali

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of  
December, 1995, by Chad Maali, who is personally known to me or who  
has produced \_\_\_\_\_ as identification and who did not take an oath.



NELL H. MOSELEY  
COMMISSION # CC 402461  
EXPIRES AUG 26, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Name: NELL H. MOSELEY

(Print)

NOTARY PUBLIC  
State of Florida

My Commission Expires:

8/26/98

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96 JAN -6 PM 1:50

**DESIGNATION OF REGISTERED AGENT**

Pursuant to Chapter 48.0501, Florida Statutes, the following is submitted in compliance with said Act:

That TRU IMAGE SPORTS, INC., a corporation being organized to exist under the laws of the State of Florida with its registered office located at 4081 L. B. McLeod Road, Suite L, Orlando, Florida, 32811 has named Chad Maali, located at that address as its agent to accept service of process within the State.

  
Chad Maali

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-entitled corporation at the registered office designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Chad Maali