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TALLAHASSEE, FL 32301
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ACCOUNT NO. : 0721000000032

REFERENCE : 029563 10920A

AUTHORIZATION :

COST LIMIT : \$ PREPAID STATE FEES

ORDER DATE : February 1, 1996

ORDER TIME : 12:09 PM

ORDER NO. : 029563

CUSTOMER NO: 10920A

CUSTOMER: Edward P. Phillips, Esq
EDWARD P. PHILLIPS, ESQUIRE

Suite 206
1881 University Drive
Coral Springs, FL 33065

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RECEIVED
95 FEB -1 PM 2:17
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: SPORTS PHARMACEUTICALS OF
AMERICA, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: TRACY CREWS

EXAMINER'S INITIALS:

FILED
96 FEB -1 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
2/2/96

FILED

ARTICLES OF INCORPORATION

96 FEB -1 AM 9:52

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPORTS PHARMACEUTICALS OF AMERICA, INC.

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the proposed corporation is:

SPORTS PHARMACEUTICALS OF AMERICA, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares of stock which the Corporation shall have the authority to issue is one hundred million (100,000,000) shares and the par value of each of such shares is one (\$1.00) dollar.

All of said stock shall be payable in cash, property, labor, or services at a just valuation to be fixed by the officers at a meeting called for that purpose; property, labor, or services may be purchased, or paid for with the capital stock at a just

valuation to be fixed by the officers of the Corporation at a meeting called for that purpose.

ARTICLE IV- TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law and shall commence business on the date that these Articles are filed and approved by the Department of State of the State of Florida.

ARTICLE V - LOCATION

The principal place of business of the Corporation shall be at:

2520 N.W. 16th Lane, #10
Pompano Beach, Florida 33064

ARTICLE VI - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one.

The names and post office addresses of the members of the first Board of Directors is:

STEVE FINLEY
2520 N.W. 16th Lane, #10
Pompano Beach, Florida 33064

LISHA FINLEY
2520 N.W. 16th Lane, #10
Pompano Beach, Florida 33064

ARTICLE VII - SUBSCRIBER

The name and post office address of the subscriber hereto is:

STEVE FINLEY
2520 N.W. 16th Lane, #10
Pompano Beach, Florida 33064

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders at a Stockholders' Meeting by vote of the Stockholders voting the majority of the stock capable of being voted, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

ARTICLE IX - INITIAL REGISTERED AGENT

The corporation has designated the following as the registered Agent for the corporation, pursuant to Florida Statutes, to wit:

STEVE FINLEY
2520 N.W. 16th Lane, #10
Pompano Beach, Florida 33064

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, and designated registered agent, have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge, and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts herein stated are true, all this 26th day of January, 1996.

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

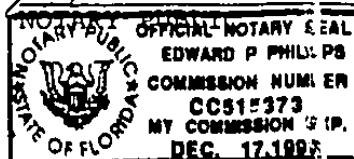
Steve Finley
Incorporator and Registered Agent

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this date before me, the undersigned authority, personally appeared Steve Finley, who, after being duly sworn by me on oath, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed therein, and he acknowledged that he is a natural person competent to contract.

SWORN TO AND SUBSCRIBED before me, this 26 day of JANUARY, 1996.

MY COMMISSION EXPIRES:



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96 FEB - 1 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA