

P960000/8398

A.B.S. PARALEGAL AND TAX SERVICES, Inc.

7628-5 103rd Street  
Jacksonville, FL 32210  
904-777-1533

February 26, 1996

Department of State  
Division Of Corporations  
P.O. BOX 6327  
Tallahassee, FL 32314


RE: Articles of Incorporation

Dear Sir:

300001729713  
-03/01/96--01085--006  
\*\*\*\*122.50 \*\*\*\*122.50

Please find enclosed the original and 1 copy of the Articles of Incorporation for Sports Generator, Inc.. If you have any questions, please contact me at 904-777-1533.  
Also, I would appreciate it if you would over-night the approved paperwork back to my office.  
My account with Air-borne Express is 85382698.

Regards

  
Jeffrey L. Hill  
ABS Paralegal  
7628-5 103rd St.  
Jacksonville, FL 32210

EFFECTIVE DATE  
2-26-96

FILED  
96 FEB 28 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 28 1996 BSB

ARTICLES OF INCORPORATION  
OF

Sports Generator, Inc.

FILED

96 FEB 28 PM 2:15

The undersigned incorporator's, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Corporation is Sports Generator, Inc.

EFFECTIVE DATE  
2-26-96

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT

Its principal office and mailing address in the State of Florida is 10790 Wingate Road, in the City of Jacksonville, County of Duval. The name of its registered agent at such address is Charles James.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is 1500 shares having a par value of one dollar (\$1.00) per share.

ARTICLE V. INCORPORATOR

The name and street address of the incorporators signing these Articles of Incorporation is:

Charles James  
10790 Wingate Road  
Jacksonville, FL 32218

Eric D. Thompson  
7608 River Ave.  
Green Cove Springs, FL 32043

ARTICLE VI. EFFECTIVE DATE

Pursuant to Section 607.0123 of the Florida Statutes, the effective date of this document shall be February 26, 1996.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall initially have two (2) board of directors. The number of directors may be either increased or diminished from time to time, as provided by the By-laws. The names and addresses of the first Board of Directors are:

President	Charles James 10790 Wingate Road Jacksonville, FL 32218
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Secretary                Eric D. Thompson  
                              7608 River Ave.  
                              Green Cove Springs, FL 32043

Vice-President        Eric D. Thompson  
                              7608 River Ave.  
                              Green Cove Springs, FL 32043


ARTICLE VIII. LIABILITY OF STOCKHOLDERS

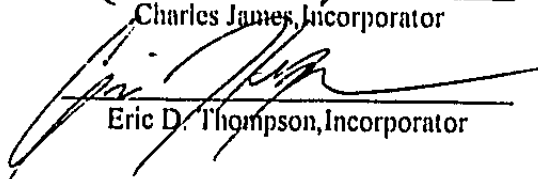
The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 27 day of FEB, 1996

  
\_\_\_\_\_  
Charles James, Incorporator

  
\_\_\_\_\_  
Eric D. Thompson, Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the Corporation is: Sports Generator, Inc..
2. The name and address of the registered agent and office is:  
Charles James  
10790 Wingate Road  
Jacksonville, FL 32218

(Specified in Article IV of Articles of Incorporation)

Signature: Charles James  
Charles James

Title: Incorporator

Date: 2-27-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Charles James

Date: 2-27-96

**FILED**  
96 FEB 28 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# P96000018398

## A.B.S. PARALEGAL AND TAX SERVICES, Inc.

7628-5 103rd Street  
Jacksonville, FL 32210  
904-777-1533

October 3, 1996

Division Of Corporations  
PO BOX 6327  
Tallahassee, FL 32314


500001971675  
-10/11/96--01054--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Amendment to the Articles of Incorporation

Dear Sir:

Please find enclosed the Amendment to the Articles of Incorporation for Sports Generator, Inc.,  
If you have any questions, please contact me at 904-777-1533.

Regards

  
Jeffrey L. Hill  
ABS Paralegal  
7628-5 103rd St.  
Jacksonville, FL 32210

FILED  
96 OCT 11 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
10/15

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SPORTS GENERATOR, Inc.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment (s) adopted: (Indicate article number (s) being amended, added or deleted)

**Article VII. BOARD OF DIRECTORS**

This corporation shall have five (5) board of directors. The names and addresses of the Board of Directors are:

Chief Executive Officer	Charles James 10970 Wingate Road Jacksonville, FL 32218
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Vice-President of Operations	Anthony Drayton 9673 Sibbald Road Jacksonville, FL 32208
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Vice-President of Finance & Accounting	Jacqueline Jones 1387 Marsh Hen Dr. Jacksonville, FL 32218
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Director	John Herring 3818 Capper Road Jacksonville, FL 32218
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Director	Gary Mills 8802 Ivey Mill Place N. Jacksonville, FL 32244
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**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: October 3, 1996.

FOURTH: Adoption of Amendment (s) (check one)

\_\_\_ The amendment (s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.

\_\_\_ The amendment (s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment (s):*

"The number of votes cast for the amendment (s) was/were sufficient for approval by \_\_\_\_\_."  
voting group

X The amendment (s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

\_\_\_ The amendment (s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this day 8<sup>th</sup> of Oct, 19 96.

Signature Charles James  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Charles James

Typed or printed name

Director / President

Title

P96000018398

**A.B.S. PARALEGAL AND TAX SERVICES, Inc.**

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7628-5 103rd Street  
Jacksonville, FL 32210  
904-777-1533

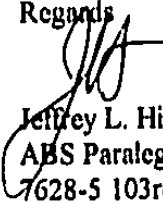
Department of State  
Division Of Corporations  
P.O. BOX 6327  
Tallahassee, FL 32314

RE: Articles of Dissolution

Dear Sir:

Please find enclosed the original and 1 copy of the Articles of Dissolution for Sports Generator, Inc.. If you have any questions, please contact me at 904-777-1533.

Regards

  
Jeffrey L. Hill  
ABS Paralegal  
7628-5 103rd St.  
Jacksonville, FL 32210

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-01/31/97--01041--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
97 JAN 31 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2/6  
Diss.



## ARTICLES OF DISSOLUTION

*Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:*

**FIRST:** The name of the corporation is: Sports Generator, Inc.

**SECOND:** The date of dissolution was authorized: January 1, 1997.

**THIRD:** Adoption of Dissolution

  X   Dissolution was approved by the shareholders. The number of votes cast for the dissolution was sufficient for approval.

       Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

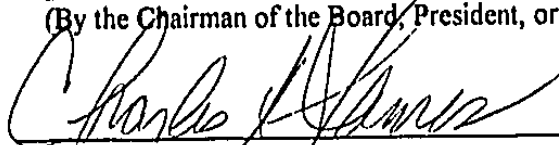
The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 30 day of JAN, 1997

Signature \_\_\_\_\_

(By the Chairman of the Board, President, or other officer)

  
Charles A. James

Chief Executive Officer

FILED  
97 JAN 31 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA