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TODD EDWARD BENGER
GREGORY T. ELLIOTT
FREDERICK L. MOUSER *
JENNIFER E. MOUSER

* MEMBER OF FLORIDA
AND INDIANA BARS

LAW OFFICES
MOUSER & WELLS, P.A.

810 63RD AVENUE NORTH
ST. PETERSBURG, FLORIDA 33708

PLEASE REPLY TO

P.O. BOX 80708
ST. PETERSBURG, FLORIDA 33747

CHRISTOPHER F. WELLS
(813) 588-1088

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(813) 588-6400

February 27, 1996

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

Re: Sports Global Corporation

400001730814
-03/04/96--01074--0005
****122.50 ****122.50

Gentlemen:

Enclosed herewith please find the original and one copy of Articles of Incorporation for the above referenced corporation for filing with the Secretary of State. Please return a certified copy to our offices.

We have enclosed our firm's check in the amount of \$122.50 as payment for the required filing fee, registered agent designation, and return to us a certified copy of the articles.

Thank you for your courtesy and cooperation in this matter.

Sincerely yours,

MOUSER & WELLS, P.A.


Frederick L. Mouser

FLM/sy
Enclosures

Corp: SOS-Art
1/2-28-96/SY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SPORTS GLOBAL CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME: The name of the corporation is Sports Global Corporation. The initial principal office and address of the corporation shall be: 1746 Oceanview Drive, Tierra Verde, FL 33715.

ARTICLE II

DURATION: The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE: The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act as, from time to time, amended.

ARTICLE IV

COMMON CAPITAL VOTING STOCK: The aggregate number of shares that the corporation has authority to issue is 50,000 shares, all of which shall be Common Capital Voting Stock with a par value of \$1.00 per share. Each share of this stock shall be fully paid and non assessable at the time of issuance by the corporation.

PREFERRED NON VOTING STOCK: The corporation is authorized to issue 15,000 shares of preferred non voting stock at a par value of \$1.00 per share. Each share of this stock shall be fully paid and non assessable at the time of the issuance by the corporation.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is Carol K. Mouser, and the initial registered office shall be 1746 Oceanview Drive, Tierra Verde, FL 33715.

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one nor more than seven members, as from time to time determined by the shareholders. The Board of Directors shall be elected by the shareholders of the corporation at the regular annual meeting of shareholders. In accordance with the Florida General Corporation Act, upon the unanimous written agreement of all shareholders of the corporation, the above described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of Directors of its power to manage and control the corporation, then, and whenever the context requires, the shareholders shall be deemed the Directors of the corporation for purposes of applying state law. The names and addresses of the first Board of Directors are as follows:

Carol K. Mouser	1746 Oceanview Drive, Tierra Verde, FL 33715
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Until the first meeting of shareholders, management and control of this corporation shall be vested in the above Board composed of one director who shall hold office until her successor(s) are duly nominated and elected.

ARTICLE VII

OFFICERS: The Board of Directors, at its initial meeting, shall elect a President and Secretary of the corporation. In its discretion, the Board of Directors may elect a Vice President, Treasurer, and such other officers as the Board of Directors, from time to time, shall designate. Until the first Board of Directors meeting, the following persons shall hold the below-designated offices until their successors are nominated and elected:

President, Secretary, Treasurer

Carol K. Mouser
1746 Oceanview Drive
Tierra Verde, FL 33715

ARTICLE VIII

INCORPORATOR: The name and address of the Incorporator of the corporation is Carol K. Mouser, 1746 Oceanview Drive, Tierra Verde, FL 33715.

No part of the income of the corporation will be distributable to directors or officers hereof.

However, the corporation may, in the sole discretion of the Board of Directors, pay its officers and directors for reasonable compensation.

ARTICLE IX

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized in these Articles of Incorporation may be increased by a majority vote of the Director(s) at any regular or special meeting.

ARTICLE X

SECTION 1244 ELECTION: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

ARTICLE XI

AMENDMENT TO ARTICLES OF INCORPORATION: The power to amend these articles shall be held exclusively by the Director(s)

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 27 day of February, 1996.

Witnesses:

Print: Sandra Yuen
Sign: Sandra Yuen

Carol K. Mouser
INCORPORATOR

Print: Sharon Parker
Sign: Sharon Parker

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared ^{Carol K. Mouser} (NAME), as Incorporator, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 27 day of February 1996.
Print: Sandra Tatum-Yuen
Sign: Sandra Tatum-Yuen

NOTARY PUBLIC
My Commission Expires:



IN WITNESS WHEREOF, the undersigned Registered Agent hereby accepts such designation on this ____ day of February, 1996. I am familiar with and accept the duties and responsibilities as Registered Agent for this corporation.

WITNESSES:

Print: Sandra Yuen
Sign: Sandra Yuen

Print: Sharon Parker
Sign: Sharon Parker

Carol K. Mousz
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared CAROL K-MOUSZ, as Registered Agent, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of February, 1996.

Print: Sandra Tatum-Yuen
Sign: Sandra Tatum-Yuen
NOTARY PUBLIC

My Commission Expires:

