

P96000021034

3691 Dexter Drive  
Tallahassee, Florida 32312  
(904) 893-6547

RECEIVED  
96 MAR -7 PM 1:17  
DIVISION OF CORPORATION

March 7, 1996

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

03/07/96 01035-005  
\*\*\*122.50 \*\*\*122.50

Re: Incorporation of Sports Images, Inc.

Gentlemen:

Enclosed please find the original Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my client's check in the amount of \$122.50, representing payment of the following:

Filing Fee . . . . . \$35.00  
Registered Agent Designation . . . . . \$35.00  
Certified Copy of Articles of Incorporation . \$52.50

Please file the enclosed Articles of Incorporation and return the Certified copy of the Articles of Incorporation to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

  
William S. Bischoff

FILED  
96 MAR -7 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

cc: Allen Morlock

william  
3-794

**ARTICLES OF INCORPORATION  
OF  
SPORTS IMAGES UNLIMITED, INC.**

96 MAR 27 PM 1:50  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*THE UNDERSIGNED INCORPORATOR*, for the purpose of forming a corporation under the provisions of the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the Corporation is:

**SPORTS IMAGES UNLIMITED, INC.**  
1091 ROCKBROOK COURT: TALLAHASSEE, FL 32311

**ARTICLE II  
DURATION**

The Corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation with the Department of State.

**ARTICLE III  
STATEMENT OF CORPORATE PURPOSE**

The general purposes for which the Corporation is organized are:

(1) to engage in and transact any and all lawful business, within and without the State of Florida, or the United States for which corporations may be incorporated under the Florida General Corporation Act, as hereafter amended and supplemented; and

(2) to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV  
STATEMENT OF CORPORATE POWERS**

The Corporation shall have the power to:

- (1) have succession in its corporate name throughout the term of its existence;
- (2) sue and be sued, complain, and defend its corporate name;
- (3) have a corporate seal, which may be altered at will and to use it or a facsimile thereof, by impressing or affixing it or in any other manner reproducing it;
- (4) purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (5) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (6) lend money to, and use its credit to assist, its officers and employees in accordance with Chapter 607;
- (7) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, use, or deal in and with, shares and other interests in, or obligations of, any other domestic or foreign corporation, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, or any state, territory, governmental district, municipality, or of any instrumentality of any of the foregoing;
- (8) make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and, further, to make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the Corporation, if the majority of the outstanding stock of the Corporation is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and

suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(9) lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(10) conduct its business, locate offices, and exercise the powers granted by law within or without the State of Florida;

(11) elect directors and appoint employees and agents of the Corporation and define their duties, fix their compensation, and lend them money and credit;

(12) make and amend By-Laws, not inconsistent with these Articles or with the laws of the State of Florida, for managing the business and regulating the affairs of the Corporation;

(13) increase, by a vote of its members cast in such proportion as its By-Laws may direct, the number of its directors so that the number shall not be less than one but may be any number in excess thereof;

(14) make donations for the public welfare or for charitable, scientific or educational purposes;

(15) transact any lawful business that will aid governmental policy;

(16) make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the Corporation;

(17) acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks, and any licenses and other rights or interests thereunder or therein;

(18) pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents, and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

(19) provide insurance for its benefit on the life of any of its officers, directors, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of the Corporation's stock owned by the shareholder or by the spouse or children of the shareholder;

(20) be a promotor, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity;

(21) have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized or authorized by law or hereunder;

(22) merge and consolidate with other corporations, both for profit and not for profit, domestic and foreign; and

(23) engage in and transact any and all lawful business, within and without the State of Florida or the United States for which corporations may be incorporated under the General Corporation Act, Florida Statutes, as hereafter amended and supplemented.

#### ARTICLE V STATEMENT OF EMERGENCY POWERS

In accordance with the provisions of Section 607.0303, Florida Statutes (1995):

(1) In anticipation of or during any emergency as defined in Paragraph (3) of this Article, the directors of the Corporation may:

(a) modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and

(b) relocate the principal office or designate alternative principal offices or regional offices or authorize the officers to do so.

(2) During an emergency as defined in Paragraph (3) of this Article, unless emergency By-Laws provide otherwise:

(a) notice of a meeting of the Board of Directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication and by radio;

(b) one or more officers of the Corporation present at a meeting of the Board of Directors may be deemed to be director(s) for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum; and

(c) the director or directors in attendance at a meeting, or any greater number affixed by emergency By-Laws, constitute a quorum.

(3) For purposes of this Article, an emergency shall be deemed to exist if a quorum of the Corporation's directors cannot readily be assembled because of some catastrophic event.

#### **ARTICLE VI CAPITALIZATION**

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1000) Shares. Such shares shall be of a single class, and shall have a par value of Ten (\$0.10) Cents per share.

#### **ARTICLE VII REGISTERED OFFICE AND AGENT**

The name of the Initial Registered Agent of the Corporation, and the street address of the initial registered office of the Corporation, is:

William S. Bischoff  
1720 South Gadsden Street  
Tallahassee, Florida 32301

#### **ARTICLE VIII DIRECTORS**

The Corporation shall have at least one (1) but no more than five (5) directors. The number of directors constituting the initial Board of Directors of the Corporation is one (1). The names and address of the initial Director are:

Allen F. Morlock  
1091 Rockbrook Court  
Tallahassee, Florida 32311

**ARTICLE IX  
INCORPORATOR**

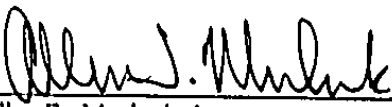
The name and address of the Incorporator is:

Allen F. Morlock  
1091 Rockbrook Court  
Tallahassee, Florida 32311

**ARTICLE X  
CONFLICT OF INTEREST**

No contract between this corporation and any other corporation or partnership, or any individual, shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers, directors or partners of such other corporation or partnership, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

IN WITNESS WHEREOF, for the purpose of forming this Corporation, I, the undersigned Incorporator, have executed these Articles of Incorporation this 7th day of March, 1996.

  
Allen F. Morlock, Incorporator

**CERTIFICATE OF VERIFICATION OF EXECUTION OF ARTICLES**

State of Florida    }  
                              } ss  
County of Leon    }

*I hereby certify* that on this day before me, an officer duly authorized in the above referenced state and county to take acknowledgments, personally appeared **Allen F. Morlock**, known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL in the above-referenced state and county this 7th day of March, 1996.



*Debra Douglas*

Notary Public  
State of Florida at Large

My Commission Expires: *Aug 1, 1997*



To: The Department of State  
Tallahassee, Florida 32304

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

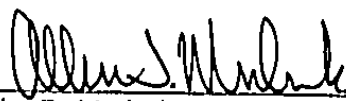
**FILED**  
96 MAR -7 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the provisions of Section 607.0501 of the Florida General Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Agent, in the State of Florida.

1. The name of the corporation is: SPORTS IMAGES UNLIMITED, INC.
2. The name and address of the registered agent and office are:

WILLIAM S. BISCHOFF  
1720 South Gadsden Street  
Tallahassee, Florida 32301

Dated this 7th day of March, 1996.

  
Allen F. Morlock, Incorporator

**ACCEPTANCE OF APPOINTMENT**

Having been named as registered agent and to accept service of process for the above-referenced corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in such 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 duties and obligations of my position as registered agent.

Dated this 7th day of March, 1996.

  
William S. Bischoff, Registered Agent