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March 13, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

Re: VINCE'S SPORTS ROOM, INC.

800001749038
-03/19/96--01066--012
****122.50 ****122.50

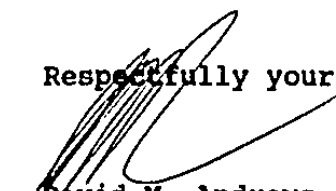
Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is a check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 122.50

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Respectfully yours,


David M. Andrews

DMA:dds
Enclosures

55 MAR 16 AM 9:51
TALLAHASSEE, FL
RECEIVED

63 3/22/96

ARTICLES OF INCORPORATION

OF

VINCE'S SPORTS ROOM, INC.

FILED
96 MAR 18 AM 9:51
CLERK OF DISTRICT COURT
JULY 1966

THE UNDERSIGNED, VINCENT R. CALCAGNI hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is VINCE'S SPORTS ROOM, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 5,000 shares of common stock of the same class and at ten cents (10¢) par value.

ARTICLE IV

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

ARTICLE V

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

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The registered address and the principal office address of the Corporation in this State are: Moultrie Square Center, 4255 US 1 South, Unit 11, St. Augustine, Fl 32086 and the name of the initial registered agent of this Corporation at the registered address is: VINCENT R. CALCAGNI.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than ONE or more than FIVE.

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
VINCENT R. CALCAGNI	President	3385 Coastal Highway, Unit 26 St. Augustine, Fl 32095
DOREEN McKERNAN	Secretary	385 Coastal Highway, Unit 26 St. Augustine, Fl 32095
EDWARD MAYR	Vice President	6849 W Calumet Circle Lake Worth, Fl 33467
CANDY L. MAYR	Treasurer	6849 W Calumet Circle Lake Worth, Fl 33467

ARTICLE X

The name and post office address of the subscriber to the Articles of Incorporation are:

NAME OF SUBSCRIBER

VINCENT R. CALCAGNI

ADDRESS

3385 Coastal Highway,
Unit 26
St. Augustine, Fl 32095

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 13th day of MARCH, 1996.


VINCENT R. CALCAGNI

STATE OF FLORIDA

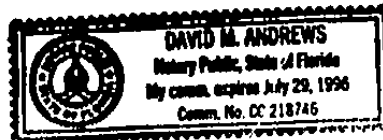
COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 13th day of MARCH, 1996, by VINCENT R. CALCAGNI, who is personally known to me or who produced n/a as identification, and who did/did not take an oath.


Notary Public

(SEAL)

Printed Name of Notary: _____
Commission Expires: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT VINCE'S SPORTS ROOM, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHNS,
STATE OF FLORIDA, HAS NAMED VINCENT R. CALCAGNI, LOCATED AT MOULTRIE
SQUARE CENTER, 4255 US 1 SOUTH, UNIT 11, ST. AUGUSTINE, COUNTY OF ST.
JOHNS, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

VINCE'S SPORTS ROOM, INC.

Signature:

Vincent R. Calcagni
(Corporate Officer)

Title:

Pres

Date:

3-13-96

FILED
MAR 18 1996
ST. JOHNS COUNTY
FLORIDA

HAVING SEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Signature:

Vincent R. Calcagni
Resident Agent - VINCENT R. CALCAGNI

Date:

3-13-96