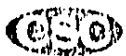


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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 954964 124362A

AUTHORIZATION :

COST LIMIT : \$ 122.50 *Patricia P. Smith*

ORDER DATE : May 15, 1996

ORDER TIME : 2:58 PM

ORDER NO. : 954964

800001824158

CUSTOMER NO: 124362A

CUSTOMER: Robert E. Miller, Esq -124362a  
ROBERT E. MILLER, P.A.

Suite 102  
990 Douglas Avenue  
Altamonte Sprgs, FL 32714

DOMESTIC FILING

NAME: FLORIDA BASEBALL & SOFTBALL  
ACADEMY, INC.

EFFECTIVE DATE:

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: Michelle Bailey

EXAMINER'S INITIALS:

*Dmc 5/15/96*

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96 MAY 15 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

FLORIDA BASEBALL & SOFTBALL ACADEMY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLORIDA BASEBALL & SOFTBALL ACADEMY, INC.

The address of the principal office of this corporation shall be 1270 Belle Avenue, Winter Springs, Florida 32708 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Terry Hazelett Dir.	1270 Belle Avenue Winter Springs, Florida 32708
Denise DeVoe-Hazelett Dir.	Same

#### ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Terry Hazelott Pres.	1270 Belle Avenue Winter Springs, Florida 32708
Denise DeVoe-Hazelott V.pres./Sec./Treas.	Same

#### ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

#### ARTICLE IX. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

#### ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereto set their hand  
and seal of Corporation Service Company on May 15, 1996.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN THE ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

KBR/meb