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West Melbourne, Florida 32904-3533

(407) 720-0800 ♦ FAX: 804-3022

LAW OFFICE

J. SCOTT LANFORD

Professional Association

June 12, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32309

RE: EXCHANGE SPORTS, INC.

Dear Sir or Madam:

I enclose an original and one copy of Articles of Incorporation for EXCHANGE SPORTS, INC., together with filing fee in the amount of \$122.50. Please file the original Articles and return the copy to the undersigned.

Thank you.

Sincerely,

J. Scott Lanford, P.A.

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****122.50 ****122.50

JSL/jmt

Enclosures - Original Articles of Incorporation
- Copy of Articles of Incorporation
- Check in the amount of \$122.50

cc: William Chet Ross
1102 Cypress Street
Leesburg, FL 34748

6/19/96
PB

**ARTICLES OF INCORPORATION
OF
EXCHANGE SPORTS, INC.**

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation (hereinafter "CORPORATION") shall be:

EXCHANGE SPORTS, INC.

**ARTICLE II
PURPOSE OF BUSINESS**

The purpose of this CORPORATION is to engage in any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III
AUTHORIZED SHARES**

The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 2,500 shares of common stock having a par value of \$0.10 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV
TERM OF EXISTENCE**

The existence of this Corporation shall begin upon the filing of these Articles with the Secretary of State.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1102 Cypress Street Leesburg, FL 34748

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JUN 17 1960
TALLAHASSEE, FLA.
CLERK OF THE COURT

The name of the initial registered agent of this Corporation at that address shall be:

WILLIAM CHET ROSS

ARTICLE VI
BOARD OF DIRECTORS

The initial Board of Directors of CORPORATION shall consist of Two (2) members.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors who shall hold office until his or her successor shall have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
WILLIAM CHET ROSS	1102 Cypress Street Leesburg, FL 34748
ROBERT BARISH	1102 Cypress Street Leesburg, FL 34748 3103 DAYTON AVENUE, MELBOURNE, FL 32935

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator are as follows:


<u>Name</u>	<u>Street Address</u>
WILLIAM CHET ROSS	1102 Cypress Street Leesburg, FL 34748

ARTICLE IX
PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Corporation are:

1102 Cypress Street Leesburg, FL 34748

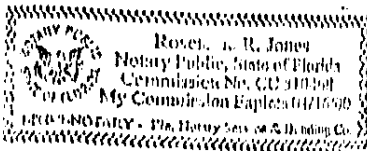
IN WITNESS WHEREOF, the undersigned has made and subscribed the Articles of Incorporation at Melbourne, Florida, for the uses and purposes aforesaid, this MAY 29, 1996.


WILLIAM CHET ROSS,
Incorporator

STATE OF FLORIDA)
COUNTY OF BREVARD)

Before me personally appeared WILLIAM CHET ROSS to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the Articles of Incorporation as incorporator of CORPORATION for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at LEESBURG, LAKE County, Florida, this 28 day MAY, 1988.



Roseanne R. Jones
Notary Public
(ROSEANNE R. JONES)

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, EXCHANGE SPORTS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1102 Cypress Street Leesburg, FL 34748, has named WILLIAM CHET ROSS located thereat as its registered agent to accept service of process within this state.

W. Chet Ross
WILLIAM CHET ROSS,
Incorporator

Having been named as registered agent to accept service of process for the above-named corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

W. Chet Ross
WILLIAM CHET ROSS,
Registered Agent

SPORTS\articles

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA