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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: GLOBAL SPORT DEVELOPMENT, INC.

AUDIT NUMBER.....H96000013642

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....0

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RECEIVED  
96 SEP 30 AM 7:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
96 SEP 30 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

796A - 44715

9/30/96  
D

ARTICLES OF INCORPORATION  
of  
GLOBAL SPORT DEVELOPMENT, INC.

H96000013642

The undersigned, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is GLOBAL SPORT DEVELOPMENT, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ELKINS & FREEDMAN  
2101 West Commercial Blvd.  
Suite 5400  
Fort Lauderdale, Florida 33309  
(954) 733-1330 (941) 939-3100  
Attorney: ALAN J. ELKINS, ESQUIRE  
Florida Bar No.: 264512

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ARTICLE IV - VOTING RIGHTS

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Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

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

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 3291 A Cleveland Avenue, Fort Myers, Florida 33901-7102 and the name of the initial registered agent of this corporation is MICHAEL S. REICHENBACH, whose address is 3291 A Cleveland Avenue, Fort Myers, Florida 33901-7102.

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is MICHAEL S. REICHENBACH, 3291 A Cleveland Avenue, Fort Myers, Florida 33901-7102.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these articles is: MICHAEL S. REICHENBACH  
3291 A Cleveland Avenue  
Fort Myers, Florida 33901-7102

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors or this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other

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corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of September, 1996.

  
SUBSCRIBER

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

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

96 SEP 20 PM 12:15  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

First--That GLOBAL SPORT DEVELOPMENT, INC.  
desiring to organize under the laws of the State of FLORIDA  
with its principal office, as indicated in the Articles of  
Incorporation, at City of FORT MYERS, County of LEE  
State of FLORIDA, has named MICHAEL  
S. REICHENBACH located at 3291 A CLEVELAND AVENUE

(Street address and number of building;  
post office box address not acceptable)

City of FORT MYERS, County of LEE  
State of Florida, as its agent to accept service of process with  
the state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the  
above corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

By:   
(Resident Agent)

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## ELKINS, FREEDMAN & BELLE

ATTORNEYS AT LAW

2101 WEST COMMERCIAL BOULEVARD

SUITE 5400

FORT LAUDERDALE, FLORIDA 33309

BROWARD: (954) 733-1330  
PALM BEACH: (561) 738-6068  
FAX: (954) 485-7223

ALAN J. ELKINS  
RICHARD L. FREEDMAN  
STEFANIE F. BELLE

DARYL L. MERL  
JEFFREY R. DAVIS  
OF COUNSEL

SATELLITE OFFICES:  
ALTAMONTE SPRINGS  
BOYNTON BEACH  
FORT MYERS  
JUNO BEACH  
NAPLES

October 22, 1996

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

To Whom It may Concern:

Enclosed please find Articles of Amendment. Also enclosed is our check for \$35.00. I would appreciate you sending back the extra copy of the amendment.

Very truly yours,

*Alan J. Elkins*  
ALAN J. ELKINS

AJE/11

Enclosure

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-10/24/96--01035--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Amend*

FILED OCT 25 1996

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
96 OCT 24 PM 3:08

283 N. NORTH LAKE BOULEVARD  
SUITE 111  
ALTAMONTE SPRINGS, FL 32701  
TELEPHONE: (407) 830-1177

1325 S. CONGRESS AVENUE  
SUITE 244  
BOYNTON BEACH, FL 33435  
TELEPHONE: (561) 738-5968

12730 NEW BRITTANY BLVD.  
SUITE 419  
FORT MYERS, FL 33407  
TELEPHONE: (941) 939-3100

14755 U.S. HWY. 1  
SUITE 242  
JUNO BEACH, FL 33408  
TELEPHONE: (561) 622-6681

5100 E. TAMAMI TR. N.  
SUITE 105  
NAPLES, FL 33940  
TELEPHONE: (941) 263-2220

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

GLOBAL SPORT DEVELOPMENT, INC.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$100.00 per value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 10/18/96

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SECRETARY OF STATE  
DIVISION OF CORPORATION  
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Signed this 18 day of October, 19, 96.

GLOBAL SPORT DEVELOPMENT, INC.

(Corporation Name)

By 

(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

MICHAEL S. REICHENBACH

(Typed or printed name)

RESIDENT AGENT / PRESIDENT

(Title)