JAMEN RESTOR	Alshiring Kequestor's Name                                      Address    Ash                                     Ellip   Phone	2862/	
CORPORATION	N NAME(S) & DOCUMENT	NUMBER(S), (if known):	
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NEW FILINGS	AMENDMENTS		
X Profit	Amendment	रिक्षणाहि स्ट्रीय, रि	CRIE CRIE
NonProfit	Resignation of R.A., Officer	/ Director	
Limited Liability	Change of Registered Agent	<del></del>	· 8 8
Domestication	Dissolution/Withdrawal		
Other	Merger		WEGEND SOTTONE DESCRIPTIONS
OTHER FILINGS Annual Report	REGISTRATION/		RECEIVED 95 OCT 18 PHZ: 31
Fictitious Name	Foreign		_
Name Reservation	Limited Partnership		\\
	Reinstatement	J , , , , ,	1,
	Trademark		10,
	Other		

Examiner's Initials

Dmc 10/18/96

ARTICLES OF INCORPORATION

OF

95 OCT 18 PH 12:47
TALLA LOULE PLONION

## SPORTS FAN U.S.A. INC.

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the laws of the State of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

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The name of the corporation shall be

# SPORTS FAN U.S.A. INC.

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

- A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.
- B. To purchase for investment and resale, and to traffic in land, property, house and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.
- C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments, including bonds, debentures or other obligations of this corporation, whether secured by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or for other lawful objects.
- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.
  - E. To purchase, hold, sell and transfer shares of

Its own capital stock; subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either a principal, agent or broker, conferred by the laws of the State of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

#### III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of stock at penny par value.

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The amount of capital with which this corporation shall begin business shall be FIVE HUNDRED DOLLARS (\$500.00).

V

The existence of this corporation shall be perpetual.

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The principal office of this corporation shall be located at 8445 NE 2nd AVENUE MINNIFL 33:38

VII

The Board of Directors of this corporation shall consist of not less than one (1) member.

## VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-laws, and the laws of the State of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified,

are as follows:

ANTONIO E. WARD 8445 NE 2nd Avenue MIAMI, FL 33138 JAMES D. McQUEEN 9830 Dunhill Drive MIAMI, FL 33025

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The registered agent and the registered office for this corporation are:

ANTONIO E. WARD 8445 NE 2nd Avenue MIAMI, FL 33138

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The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to take are:

ANTONIO E. WARD 8445 NE 2nd Avenue MIAMI,FL 51
JAMES D. McQUEEN 9830 Dunhill Drive MIRAMAR,FL 49

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This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time, there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER and such other offices as are permitted by the By-laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-laws.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent Connecept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby who accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.

I HEREBY CERTIFY that on this day personally appeared to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber(s) and that the facts set forth therein are true and correct to the best of their knowledge.

88.

WITNESS my hand and seal at Miami, Dade County, Florida this /8 day of \_\_\_\_\_\_\_, 1996.

NOTARY PUBLIC, State of Florida

My Commission Expires:

STATE OF FLORIDA

COUNTY OF DADE

