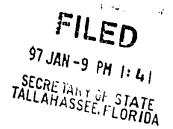
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NEW FILINGS	AMENDMENTS		
Profit	Amendment		
NonProfit	Resignation of R.A., Officer/D	rector	
Limited Liability	Change of Registered Agent		97 SEC
Domestication	Dissolution/Withdrawal		
Other	Merger		FILED 97 JAN-9 PH 1:41 SECRETARY OF STATE ALLAHASSEE, FLORIDA
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OTHER FILINGS	REGISTRATION/		D I: 41 FLORII
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ARTICLES OF IN CORPORATION OF SPORTS PLACE OPERATIONS, INC.



The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Sports Place Operations, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 237 S. Westmonte Drive, #140, Altamonte Springs, FL 32714.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one cent (\$.01) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Floyd Hodge, 237 S. Westmonte Dr., #140, Altarnonte Springs, FL 32714.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is James Staples, 237 S. Westmonte Dr., #140, Altamonte Springs, FL 32714.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is James Staples, 237 S. Westmonte Dr., #140, Altamonte Springs, FL 32714.

The undersigned has executed these Articles of Incorporation this 2 day of 1997.

James Staples, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/office, in the state of Florida.

- 1. The name of the corporation is Sports Place Operations, Inc.
- 2. The name and address of the registered agent and office is Floyd Hodge, 237 S. Westmonte Dr., #140, Altamonte Springs, FL 32714.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

Ployd Hodge

Dated:

.199 /

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SECRETARY OF STATE