

P97000008788



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 240607 4326591

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Platinum Sports*

ORDER DATE : January 29, 1997

ORDER TIME : 10:12 AM

ORDER NO. : 240607-005

000002072400--3

CUSTOMER NO: 4326591

CUSTOMER: Curt P. Creely, Esq  
FOWLER WHITE GILLEN BOGGS  
VILLAREAL & BANKER, P.A.  
501 East Kennedy Boulevard  
Suite 1700  
Tampa, FL 33602

SEC. OF  
TALLAHASSEE, FLORIDA

97 JAN 29 PM 1:55

FILED

DOMESTIC FILING

NAME: PLATINUM SPORTS MARKETING,  
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: Tonya C. Holliday

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

97 JAN 29 AM 10:51

RECEIVED

*KL*  
1-29-97

**ARTICLES OF INCORPORATION  
OF  
PLATINUM SPORTS MARKETING, INC.**

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97 JAN 29 PM 1:55  
FILED  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I  
Name**

The name of this corporation shall be:

PLATINUM SPORTS MARKETING, INC.

The principal office and mailing address of this corporation shall be 8511 Van Dyke Road, Odessa, Florida 33556.

**ARTICLE II  
Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE III  
Purposes and Powers**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV  
Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares of common capital stock having a par value of \$.01 per share. Each of the said shares of common capital stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received

for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

#### **ARTICLE V**

##### **Indemnification By Court Order**

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission by a majority vote of the disinterested directors of the Board of Directors.

#### **ARTICLE VI**

##### **Affiliated Transactions**

The corporation expressly elects, pursuant to Section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

#### **ARTICLE VII**

##### **Control-Share Acquisitions**

The corporation exercises its right, pursuant to Section 607.0902(5) of the Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

#### **ARTICLE VIII**

##### **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602, Attn: R. Alan Higbee, Esq., and the name of the corporation's initial registered agent at such address is Fowler, White, Gillen, Boggs, Villareal and Banker, P.A. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

**ARTICLE IX**  
**Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Gary M. Cohen	8511 Van Dyke Road Odessa, Florida 33556
Andre Carollo	27202 Breaker Dr. Wesley Chapel, Florida 34639

**ARTICLE X**  
**Incorporators**

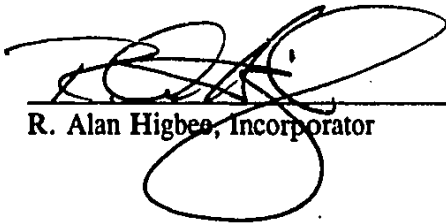
The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
R. Alan Higbee	Post Office Box 1438 Tampa, Florida 33601

**ARTICLE XI**  
**Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

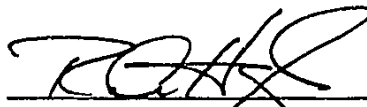
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
R. Alan Higbee, Incorporator

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Platinum Sports Marketing, Inc. has named Fowler, White, Gillen, Boggs, Villareal and Banker, P.A., located at 501 East Kennedy Boulevard, Suite 1700, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within Florida.



R. Alan Higbee, Incorporator

Date 1-28-97

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

FOWLER, WHITE, GILLEN, BOGGS,  
VILLAREAL AND BANKER, P.A.,  
Registered Agent

By:   
R. Alan Higbee, For the Firm

Date 1-28-97

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