

P97000009043

AUSLEY & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(904) 224-9115 FAX (904) 222-7560

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97 JAN 29 PM 4:17

DIVISION OF CORPORATION

January 29, 1997

Via Hand Delivery

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

900002073329--2
-01/30/97--01017--021
***122.50 ***122.50

Re: Hound Dog Sports Group, Inc.

Dear Sir or Madam:

Enclosed is are Articles of Incorporation for the above-referenced corporation along with our firm check in the amount of \$122.50 to cover the filing and certified copy fee.

Your assistance in this matter is appreciated.

Sincerely,

Robert A. Pierce
Robert A. Pierce

RAP/ss
Enclosures

R97-144

Dmc
1/30/97

FILED
97 JAN 29 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 13, 1997

AUSLEY AND MCMULLEN

The name HOUND DOG SPORTS GROUP, INC. has been reserved for 120 days beginning January 13, 1997. The reservation number is R97000000144 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 597A00001663

**ARTICLES OF INCORPORATION
OF
HOUND DOG SPORTS GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective January 29, 1997.

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be **HOUND DOG SPORTS GROUP, INC.** The principal place of business and mailing address of this Corporation is 1680 Metropolitan Circle, Tallahassee, Florida 32308.

**ARTICLE II.
Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of 10,000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or

restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.
Incorporators**

The names and street addresses of the Incorporators of this Corporation are as follows:

John P. Frazee, Jr.
Andrew Peter Warner

9512 Bull Headley Road, Tallahassee, Fl 32312
1680 Metropolitan Circle, Tallahassee, FL 32308

**ARTICLE VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be Robert A. Pierce. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.
Number of Directors**

This Corporation shall have two Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**ARTICLE IX.
Initial Board of Directors**

The initial Board of Directors shall consist of two persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

John P. Frazee, Jr.	9512 Bull Headley Road, Tallahassee, Fl 32312
Andrew Peter Warner	1680 Metropolitan Circle, Tallahassee, FL 32308

**ARTICLE X.
Officers**

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President/Secretary Andrew Peter Warner, 1680 Metropolitan Circle, Tallahassee, FL 32308
Vice Pres./Treasurer John P. Frazee, Jr., 9512 Bull Headley Road, Tallahassee, Fl 32312

ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.
Financial Information

The Corporation shall be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders on at least a quarterly basis. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended only by: (a) a unanimous affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b) as otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporators to the foregoing Articles of Incorporation, have executed these Articles of Incorporation as of January 29, 1997.



JOHN P. FRAZEE, JR.
Incorporator



ANDREW PETER WARNER
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

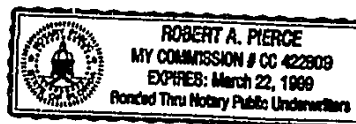
The foregoing instrument was acknowledged before me this 29th day of January, 1997
by John P. Frazee, Jr., who is personally known to me and who did not take an oath.



Signature of Notary Public

Notary Seal/Stamp:

STATE OF FLORIDA
COUNTY OF LEON

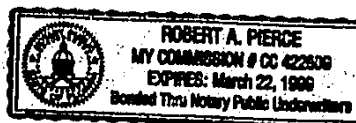


The foregoing instrument was acknowledged before me this 29th day of January, 1997,
by Andrew Peter Warner, who is personally known to me and who did not take an oath.



Signature of Notary Public

Notary Seal/Stamp:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

Hound Dog Sports Group, Inc., desiring to organize as a corporation under the laws of the state of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial registered office and has named Robert A. Pierce, located at said address, as its initial Registered Agent effective January 29, 1997



JOHN P. FRAZEE, JR.

Incorporator

Dated as of January 29, 1997




ANDREW PETER WARNER

Incorporator

Dated as of January 29, 1997

Having been named Registered Agent and to accept service of process for Hound Dog Sports Group, Inc., at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective January 29, 1997. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.


ROBERT A. PIERCE
Registered Agent
Dated as of January 29, 1997

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TALLAHASSEE, FLORIDA

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