

470000 11214
A.B.S. PARALEGAL AND TAX SERVICES, Inc.

7628-5 103rd Street
Jacksonville, FL 32210
904-777-1533

Department of State
Division Of Corporations
P.O. BOX 6327
Tallahassee, FL 32314


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RE: Articles of Incorporation

Dear Sir:

Please find enclosed the original and 1 copy of the Articles of Incorporation for: All World Sports, Inc.. Please overnight the certified copies to my address via Airborne Express, bill it to my account number 85382698. If you have any questions, please contact me at 904-777-1533.

Regards


Jeffrey L. Hill
ABS Paralegal
7628-5 103rd St.
Jacksonville, FL 32210

97 JAN 31 PM 3:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED



ARTICLES OF INCORPORATION
OF
All World Sports, Inc.

97 JAN 31 PM 3:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned incorporator's, 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 All World Sports, Inc.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT

Its principal office and mailing address in the State of Florida is 6290 103rd Street, in the City of Jacksonville, County of Duval. The name of its registered agent at such address is Charles A. James.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is 2000 shares having a par value of one dollar (\$1.00) per share.

ARTICLE V. INCORPORATOR

The name and street address of the incorporators signing these Articles of Incorporation is:

Charles A. James
10970 Wingate Road
Jacksonville, FL 32218

Ronnie Curry
351 Arlington Road
Jacksonville, FL 32211

John Herring
6816 Capper Road
Jacksonville, FL 32218

Rodney Wilson
6235 Cranberry Lane E.
Jacksonville, FL 32244

Anthony Drayton
9673 Sibbald Road
Jacksonville, FL 32208

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall initially have five (5) board of directors. The number of directors may be either increased or diminished from time to time, as provided by the By-laws. The names and addresses of the first Board of Directors are:

Chief Executive Officer	Charles A. James 10970 Wingate Road Jacksonville, FL 32218
President	Ronnie Curry 351 Arlington Road Jacksonville, FL 32211
Vice-President	John Herring 6816 Capper Road Jacksonville, FL 32218
Director	Rodney Wilson 6235 Cranberry Lane E. Jacksonville, FL 32244
Director	Anthony Drayton 9673 Sibbald Road Jacksonville, FL 32208

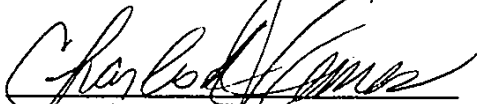
ARTICLE VII. LIABILITY OF STOCKHOLDERS

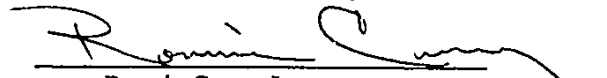
The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE VIII. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon a shareholder is subject to this reservation.

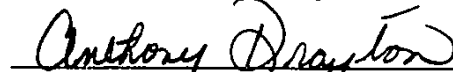
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation, this 30 day of Jan, 1997


Charles A. James, Incorporator


Ronnie Curry, Incorporator


John Herring, Incorporator


Rodney Wilson, Incorporator


Anthony Drayton, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the Corporation is: All World Sports, Inc..
2. The name and address of the registered agent and office is:

Charles A. James
6290 103rd Street
Jacksonville, FL 32210

(Specified in Article II of Articles of Incorporation)

Signature: _____

Charles A. James

Title: Incorporator

Date: 1-30-97

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. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Date: 1-30-97

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TALLAHASSEE FLORIDA