

P970000012112

Sport Action Inc.
Deltona, Fl. 32738

FILED

97 FEB -5 PM 12: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 24, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Subject: Sport Action Inc.

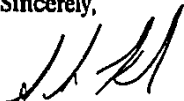
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*****70.00 *****70.00

Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 70.00 to cover the filing fee, and designation of registered agent.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,



Shawn Knaub

Enclosures

TH
2-6-97

**ARTICLES OF INCORPORATION
OF
SPORT ACTION INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be Sport Action Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50000 shares of common stock having a par value of \$1.00 per share. Shareholders shall have preemptive rights.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 3009 Hunkin Circle Deltona Fl. 32738, and the name of the initial Registered Agent for the corporation at that address is Shawn Knaub.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of (2) director. The initial Board of Directors shall consist of:

Shawn Knaub
Elaine Knaub

ARTICLE X INCORPORATOR

The name and address of the incorporator are:

Shawn Knaub 3009 Hunkin Circle Deltona, Fl. 32738
Elaine Knaub 3009 Hunkin Circle Deltona, Fl. 32738

ARTICLE XI

This corporation shall become effective upon filing these articles of Incorporation with the Secretary of State of the state of Florida.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24th day of January, 1997.

Incorporator:

Shawn Knaub *Elaine M. Knaub*

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was executed and acknowledged before me this 31st day of Jan. 1997, by Elaine Knaub & Shawn Knaub.

(SEAL)

Marianne M. Popkins
Notary Public
State of FL
My Commission Expires:



MARIANNE M POPKINS
My Commission OC370780
Expires May. 06, 1998
Bonded by HAI
800-422-1558

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida.

Sport Action Inc. , a corporation organizing under the laws of the State of Florida, with its principal office located at 3009 Hunkin Circle Deltona FL., has named Shawn Knaub, whose address is 3009 Hunkin Circle Deltona FL. 32738 as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Shawn Knaub

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, this day personally appeared *Shawn Knaub* who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this *21st* day of *January*, 19 *97*

(SEAL)

Marianne M. Porcino
Notary Public
State of _____

My Commission Expires: _____



MARIANNE M PORCINO
My Commission CC376789
Expires May. 08, 1998
Bonded by HAI
800-422-1558