



THE UNITED STATES
CORPORATION
COMPANY

P97000025017

ACCOUNT NO. : 072100000032

REFERENCE : 298899 9140A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 19, 1997

ORDER TIME : 10:20 AM

ORDER NO. : 298899-005

CUSTOMER NO: 9140A

CUSTOMER: Ms. Rose Shapiro
MOORE & MENKHAUS

Suite 210a
4800 N. Federal Highway
Boca Raton, FL 33431

DOMESTIC FILING

NAME: SPORTS FOR FUN, 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: Daniel W Leggett

EXAMINER'S INITIALS:

K.R.

MAR 20 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 19 AM 10:02

FILED

DIVISION OF CORPORATION

97 MAR 19 AM 11:20

RECEIVED

ARTICLES OF INCORPORATION

OF

SPORTS FOR FUN, 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 shall be:

SPORTS FOR FUN, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The mailing address of the initial principal office of this corporation is 1701 West Hillsboro Boulevard, Suite 401, Boca Raton, Florida, 33431. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

**ARTICLE III
PURPOSE**

To engage in any activity or business permitted under Chapter 607 of the Florida Statutes and to specifically engage in the ownership and operation of sports-related retail businesses.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

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TALLAHASSEE, FLORIDA

(d) Notwithstanding any other provision herein or in the By-Laws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholders pursuant to Section 607.0731, Florida Statutes, as amended. Any conflict between the provisions hereof and thereof shall be controlled by the provisions of the Shareholder Agreement.

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI
INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is David J. Menkhaus. The street address of the initial registered agent of this corporation is 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Director(s) initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1).


ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is David J. Menkhaus, Esquire, 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431-5176.

The undersigned has executed these Articles of Incorporation this 13th day of March, 1997.

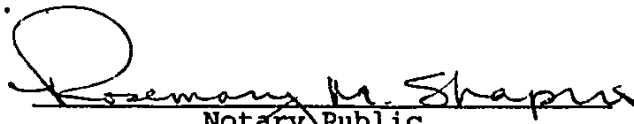


David J. Menkhaus, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David J. Menkhaus, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed me official seal, in the State and County aforesaid on the 13th day of March, 1997.


Notary Public
State of Florida at Large

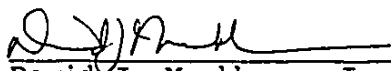
My Commission Expires:



**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 office/registered agent, in the State of Florida.

1. The name of the corporation is: **SPORTS FOR FUN, INC.**
2. The name and address of the registered agent and office is:
DAVID J. MENKHAUS, ESQUIRE, 4800 North Federal Highway, Suite 210-A, Boca Raton, FL 33431-5176.



David J. Menkhaus, Incorporator

Dated: March 13, 1997.

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.

Dated: March 13, 1997.



David J. Menkhaus,
Registered Agent

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TALLAHASSEE, FLORIDA
STATE