

Simon, Green & Associates, Inc.
Certified Public Accountants

8280-8 Princeton Square Blvd., West
Jacksonville, Florida 32224
(904) 443-6346

P97000025268

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

200002100762--8
-02/28/97-01029-018
*****70.00 *****70.00

SUBJECT: ~~TOTAL SPORTS MARKETING OF FLORIDA, INC.~~

Enclosed is an original and one (1) copy of the articles of incorporation
and a check for in the amount of \$70.00 to cover the filing fee.

We would like to take this opportunity to thank you in advance for the
expedient processing of these Articles of Incorporation.

Cordially,

Kevin S. Green

Kevin S. Green
Certified Public Accountant

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enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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W97-5166

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 20 PM 3:46

March 5, 1997

SIMONIC, GREEN & ASSOCIATES INC.
ATTN: KEVIN S. GREEN
8280-8 PRINCETON SQUARE BLVD. WEST
JACKSONVILLE, FL 32224

SUBJECT: TOTAL SPORTS MARKETING OF FLORIDA, INC.
Ref. Number: W97000005166

We have received your document for TOTAL SPORTS MARKETING OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 897A00011364

ARTICLES OF INCORPORATION

FOR

TOTAL SPORTS MARKETING OF JACKSONVILLE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 20 PM 3:46

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:

TOTAL SPORTS MARKETING OF JACKSONVILLE, INC.

ARTICLE II, PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this Corporation shall be:

**3576 AVALON COVE DRIVE, EAST
JACKSONVILLE, FL 32224**

ARTICLE III, NATURE OF BUSINESS

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

ARTICLE IV, CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value.

ARTICLE V, REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**JAMES W. BRINKLEY
3576 AVALON COVE DRIVE, EAST
JACKSONVILLE, FL 32224**

ARTICLE VI, TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII, PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII, DIRECTORS

This Corporation shall have no directors, initially. The affairs of the Corporation will be managed by the shareholder until such time directors are designated as provided by the Bylaws.

ARTICLE IV, INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

**JAMES W. BRINKLEY
3576 AVALON COVE DRIVE, EAST
JACKSONVILLE, FL 32224**

The undersigned incorporators have executed these Articles of Incorporation of this
26 day of FEBRUARY, 1997.


JAMES W. BRINKLEY

**CERTIFICATE OF DESIGNATION OF
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:

TOTAL SPORTS MARKETING OF JACKSONVILLE, INC

2. The name and address of the registered agent and office is:

**JAMES W. BRINKLEY
3576 AVALON COVE DRIVE, EAST
JACKSONVILLE, FL 32224**

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

James W. Brinkley

Date

2-26-97

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STATE OF FLORIDA
COUNTY OF JACKSONVILLE