

P97000040067

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

Dear Sir/Madam:

Enclosed please find the following items connected with the incorporation of the corporation named in the enclosed documents:

- (a) Two executed copies of Articles of Incorporation.
- (b) Check for \$78.75 to cover the following fees:

| | |
|---------------------------------|---------|
| Filing Fee | \$35.00 |
| Designation of Registered Agent | \$35.00 |
| Certificate of Status | \$ 8.75 |

Please date stamp one copy of the Articles of Incorporation showing the date of filing and return the stamped copy to the undersigned. Please also return a Certificate of Status for the corporation to the undersigned.

Thank you for your cooperation.

100002161861--5
-05/01/97--01059--021
*****78.75 *****78.75

Very truly yours,

Karl Gustinger, D.C.

All Sports & Investments Inc
Karl Gustinger
91645 Overseas Hwy
Tavernier FL 33070
(305) 852-2354

F. CHAMBERLAIN MAY 6 - 1997

ARTICLES OF INCORPORATION
OF
ALL SPORTS AND INVESTMENTS, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

FILED
97 MAY 1 PM 2:00
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

The name of the Corporation shall be All Sports and Investments, Inc. The street address of the initial principal office of the Corporation shall be 91645 Overseas Highway, Tavernier, FL 33070.

ARTICLE II

Shares

The Corporation is authorized to issue 1,000 shares of Common Stock, \$.01 par value.

ARTICLE III

Incorporator

The name and address of the incorporator of the Corporation is Karl Gustinger, 91645 Overseas Highway, Tavernier, FL 33070.

ARTICLE IV

Registered Office and Registered Agent

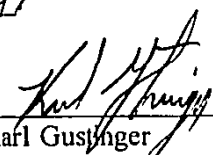
The street address of the initial registered office of the Corporation shall be 91645 Overseas Highway, Tavernier, FL 33070. The name of the initial registered agent of the Corporation at that address shall be Karl Gustinger.

ARTICLE V

Initial Directors

The initial member of the Board of Directors of the Corporation shall be Karl Gustinger.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of April, 1997

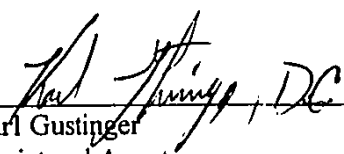

Karl Gustinger
Incorporator

FILED
97 MAY -1 PM 2:00
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for All Sports and Investments, Inc., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 28 day of April, 1997


Karl Gustinger
Registered Agent