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ACCOUNT NO. : 072100000032

REFERENCE : 359070 7119882

AUTHORIZATION :

Patricia Page

COST LIMIT : \$ 70.00

ORDER DATE : May 8, 1997

ORDER TIME : 10:32 AM

ORDER NO. : 359070-005

CUSTOMER NO: 7119882

5.00002171435--2

CUSTOMER: Neil Baritz, Esq
DREIER & BARITZ

Suite 300
1515 North Federal Highway
Boca Raton, FL 33432

DOMESTIC FILING

NAME: AMERICAN SPORTS CAMP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

FILED
97 MAY -8 PM 2:15
RECEIVED
97 MAY -8 PM 12:17
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

*DMC
5-8-97*

**ARTICLES OF INCORPORATION
OF
AMERICAN SPORTS CAMP, INC.**

FILED
97 MAY -8 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation adopts the following articles of incorporation:

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be **AMERICAN SPORTS CAMP, INC.**

ARTICLE II - PRINCIPAL OFFICE:

The principal place of business and mailing address of the corporation shall be:

621 N.W. 53rd Place, Suite 450
Boca Raton, FL 33487

ARTICLE III - SHARES:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - INITIAL DIRECTORS AND OFFICERS:

The business of the corporation shall be managed by a Board of Directors. There shall be four (4) Directors, initially. The number of Directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the shareholders. In no event shall the number of Directors be less than one. The names, respective titles and addresses of the initial directors and officers of the corporation are:

<u>Name:</u>	<u>Title:</u>	<u>Address:</u>
Michael Weissman	Chairman and Secretary	6887 Viento Way Boca Raton, Florida, 33433
Fred Greenberg	President and CEO	17031 Brookwood Dr. Boca Raton, FL 33496
Howard Trachtenberg	Vice President	7364 Mandarin Drive Boca Raton, FL 33433

Alan P. Halpert

Vice President and Treasurer 7282 Ballantrae Court
Boca Raton, FL 33496

ARTICLE V - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:


Neil S. Baritz
Dreier & Baritz
1515 North Federal Highway, Suite 300
Boca Raton, FL 33432

ARTICLE IV - INCORPORATOR(S):

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

Neil S. Baritz
Dreier & Baritz
1515 North Federal Highway, Suite 300
Boca Raton, FL 33432

The undersigned incorporator has executed these Articles of Incorporation this 7th day
May, 1997.


Neil S. Baritz, Incorporator

I, Neil S. Baritz, am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Neil S. Baritz, Registered Agent

CERTIFICATE OF DESIGNATION OF

FILED

97 MAY -8 PM 2:15

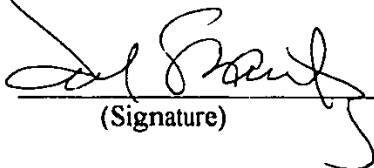
REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 **AMERICAN SPORTS CAMP, INC.**
2. The name and address of the registered agent and office is:

Neil S. Baritz
Dreier & Baritz
1515 North Federal Highway, Suite 300
Boca Raton, FL 33432

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 further familiar with and accept the obligations of my position as registered agent.


(Signature)

5/7/97
(Date)