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Law Office of  
**Dave K. Roy**  
Attorney at Law  
The Barristers Building  
1615 Forum Place, Suite 300  
West Palm Beach, FL 33401  
(561) 697-8700  
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FILED  
97 MAY 12 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 6, 1997

Office of the Secretary of State  
Division of Corporations  
PL02 - The Capitol  
Tallahassee 32399-0250

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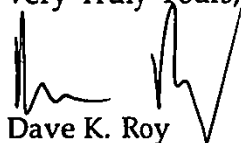
Re: Incorporation - Maxum Sports, Inc.

To Whom It May Concern,

Please file these articles of incorporation and send me a certificate of incorporation.  
If you need anything further, please call me at my office.

Thank you in advance for your time and consideration.

Very Truly Yours,

  
Dave K. Roy

enclosures:

1. copies Articles of Incorporation of Maxum Sports, Inc.
2. Certificate of Designation - Registered Agent and Registered Office -
3. Written Consent of Directors to Organize Maxum Sports, Inc. *Returned*

*called for check.  
W-10757*

Dave K. Roy GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT articles  
DATE 5-9-97  
DOC. EXAM Be

**ARTICLES OF INCORPORATION**

**OF**

**MAXUM SPORTS, INC.**

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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 MAXUM SPORTS, 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 ONE THOUSAND (1000) shares of common stock having a par value of \$.01 per share.

**ARTICLE IV - ADDRESS**

The street address of the initial registered office and principal office shall be

1615 Forum Place, Suite 300  
West Palm Beach, Florida 33401

The initial Registered Agent for the corporation at that address is

Dave K. Roy, Esquire

**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 - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

s/t/d	LINDA FLOWER	both located at 1615 Forum Place, Suite 300
p/vp/d	PETER NEWTON	West Palm Beach, FL 33401

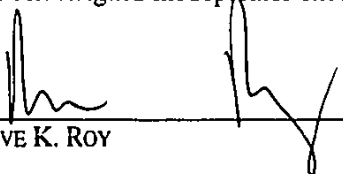
ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Dave K. Roy  
1615 Forum Place, Suite 300  
West Palm Beach, FL 33401

ARTICLE X INCORPORATOR

The undersigned incorporator executed these Articles of Incorporation on April 30 1997.

  
\_\_\_\_\_  
DAVE K. ROY

## **Certificate of Designation Registered Agent and Registered Office**

**CORPORATION: Maxum Sports, Inc.**

**REGISTERED AGENT:**

**Dave K. Roy  
1615 Forum Place, Suite 300  
West Palm Beach FL 33401**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
DAVE K. ROY

Date: April 30, 1997

Dave K. Roy FL Bar Member #0092551  
1615 Forum Place, Suite 300  
West Palm Beach FL 33401  
561 -697-8700 • Fax 561 -697-3135

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