

P97000043613



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 394800 100198A

AUTHORIZATION

COST LIMIT : \$ 122.50

Patricia Pizutti

ORDER DATE : May 16, 1997

ORDER TIME : 10:34 AM

ORDER NO. : 394800-005

CUSTOMER NO: 100198A

CUSTOMER: Mitchell Fogel, Esq
MITCHELL C. FOGEL, P.A.

500002181435--0

Suite 105
2499 Glades Road
Boca Raton, FL 33431

DOMESTIC FILING

NAME: ROCKY TOP TENNIS, 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: Susana Romagosa

EXAMINER'S INITIALS:

FILED
97 MAY 16 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAY 16 PM 11:34
Dmc
5-16-97

FILED

97 MAY 16 PM 12:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ROCKY TOP TENNIS, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I: NAME OF CORPORATION

The name of the Corporation shall be ROCKY TOP TENNIS, INC.

ARTICLE II: PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 1200 S.W. 13th Avenue, Boca Raton, Florida 33486.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V: CAPITAL STOCK

The total authorized capital stock of the corporation shall be Ten Thousand (10,000) shares of common stock having a par value of \$.01 per share.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 1200 S.W. 13th Avenue, Boca Raton, Florida 33486. The name of the initial registered agent at that address is Richard Crutcher.

ARTICLE VII: BOARD OF DIRECTORS

The business of the Corporation shall be managed by its board of directors, the number of which shall be determined in accordance with the Corporation's bylaws. Initially the board of directors shall consist of one (1) member, the name and address of whom is:

NAME

ADDRESS

Richard Crutcher

1200 S.W. 13th Avenue, Boca Raton, Florida 33486

ARTICLE VIII: PREEMPTIVE RIGHTS

Holders of common stock of the Corporation shall have the right to subscribe for and purchase their pro rata shares of any new common stock which may be issued by the Corporation at the price at which the new common stock is offered to others.

ARTICLE IX: INCORPORATOR

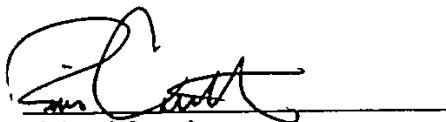
The name and address of the person signing these Articles of Incorporation as Incorporator is:

Richard Crutcher

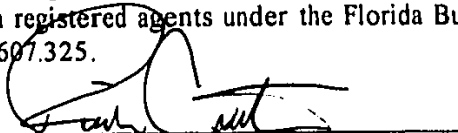
1200 S.W. 13th Avenue

Boca Raton, Florida 33486

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 14th day of May, 1997.


Richard Crutcher

The undersigned, named as the registered agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.325.


Richard Crutcher