

P97000055796
TRANSMITTAL LETTER FILED

97 JUN 23 AM 9:56

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

SECRET
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
7-1-97

SUBJECT: Southern Cabinet Components, Inc.
(Proposed corporate name - must include suffix)

600002219996--6
-06/23/97--01116--011
****131.25 ****131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kenneth R. Cowan
Name (Printed or typed)

6215 - E 29th Street East
Address

Bradenton, FL 34203
City, State & Zip

941-758-6300
Daytime Telephone number

PH
6/25/97

NOTE: Please provide the original and one copy of the articles.

FILED

97 JUN 23 AM 9:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
Southern Cabinet Components, Inc.

7-1-97

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
6215 - E 29th Street East, Bradenton, FL 34203

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 shares of non-par value stock.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:
Kenneth R. Cowan, 6215 - E 29th Street East, Bradenton, FL 34203.

ARTICLE V INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:
Kenneth R. Cowan, 6215 - E 29th Street East, Bradenton, FL 34203.

ARTICLE VII EFFECTIVE DATE

The effective date of this corporation shall be:
July 1, 1997.

FILED

Kenneth B. Coom
Signature/ Incorporator

6/20/97
Date

97 JUN 23 AM 9:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Kenneth B. Coom
Signature/ Registered Agent

6/20/97
Date

Page 2 _____

P97000055797
TRANSMITTAL LETTER

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

700002220097--9
-06/23/97--01127--003
****122.50 ****122.50

SUBJECT:

Soccer Magic USA, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

JONATHAN LEINWAND
Name (Printed or typed)

ONE E. BROWARD BLVD., Ste 700
Address

FT. LAUDERDALE, FL 33301
City, State & Zip

954-713-2807
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 4:10 PM '97

NOTE: Please provide the original and one copy of the articles.

cf 6/25/97

**ARTICLES OF INCORPORATION
OF
SOCCER MAGIC USA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 23 11:10:03

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I--NAME

The name of the Corporation is SOCCER MAGIC USA, INC.

ARTICLE II--PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: One East Broward Boulevard, Suite 700, Fort Lauderdale, Florida 33301.

ARTICLE III--CAPITAL STOCK

The Corporation is authorized to issue 50,000,000 shares of Common Stock with no par value.

ARTICLE IV--INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent is:

Jonathan D. Leinwand, One East Broward Boulevard, Suite 700, Fort Lauderdale, Florida 33301.

ARTICLE V--PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE VI--INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation is:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Myron Grunberg | One East Broward Boulevard, Suite 700, Fort Lauderdale, Florida 33301 |
| Manny Gross | One East Broward Boulevard, Suite 700, Fort Lauderdale, Florida 33301 |

ARTICLE VII--BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE VIII--INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX--AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

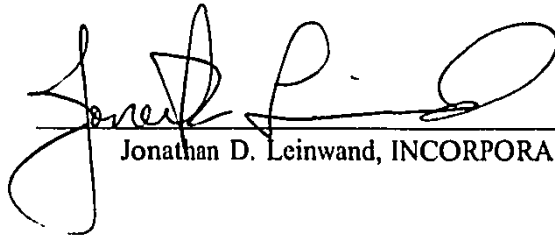
ARTICLEX-INCORPORATOR

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

Name
Jonathan D. Leinwand

Address
One East Broward Boulevard, Suite 700,
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 20th day of June, 1997.


Jonathan D. Leinwand, INCORPORATOR

STATE OF FLORIDA

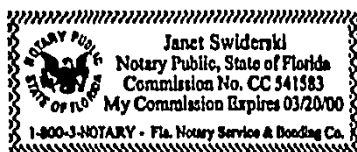
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Jonathan D. Leinwand, personally known by me and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 20 day of June, 1997.


Notary Public

My commission expires:



CERTIFICATE OF DESIGNATION
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: SOCCER MAGIC USA, INC.
2. The name and address of the Registered Agent and office is:

JONATHAN LEINWAND
One East Broward Boulevard, Suite 700
Fort Lauderdale, Florida 33301

Signature: _____

Title: Incorporator

Date: June 20, 1997

FILED STATE
SECRETARY'S OFFICE
JUN 20 1997

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: _____

Jonathan D. Leinwand

Date: June 20, 1997