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July 3, 1997

Ms. Jo Mynard
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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FILED
JUL -7 AM 10:14
DIVISION OF STATE
TALLAHASSEE, FLORIDA

RE: Fifth Avenue Pro Shop, Inc., a Florida Corporation

Dear Ms. Mynard:

Enclosed herewith you will find the following:

1. Original and one copy of Articles of Incorporation for the above corporation.
2. Check in the sum of \$122.50 for filing and return of one certified copy of same.

Please file and return the certified copy of same to this office as soon as possible in the enclosed prepaid envelope.

Very truly yours,

Thomas E. Shine/ch

THOMAS E. SHINE

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Enclosures

R. C. GREGORY JUL 8 1997

**Articles of Incorporation
of
Fifth Avenue Pro Shop, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: Fifth Avenue Pro Shop, Inc.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things permitted or provided by Statute and those hereinafter set out as fully and to the same extent as natural persons might or could do,

- a) To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, as owner, agent, factor, or broker; to build, construct and alter houses, buildings and structures of whatsoever nature or kind; and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds, and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind; and to borrow money thereon by mortgage or otherwise; to buy, sell, and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and description;
- b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise and real and personal property of every kind and description;

- c) To act as, agent, broker or attorney in fact for any persons, firms or corporations in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and choses in action secured thereby, judgments resulting therefrom, and other personal property collateral thereto, in making and obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in and claims affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the purposes of the corporation;
- d) To subscribe for, purchase, invest in, hold, own, assign, pledge, and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations, or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stocks, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company;
- e) To acquire, hold, undertake and fully exploit the goodwill, property, rights, franchises, and assets of every kinds, and the liabilities of any person, firm, association or corporation, either wholly or partly and to pay for the same in cash, stocks or bonds of the company or otherwise;
- f) To borrow money and contract debts when necessary in the purpose of acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise;
- g) In any manner to acquire, enjoy, utilize, and to dispose of patents, copyrights, and trademarks, and any license or other rights or interest therein and thereunder;

- h) To conduct business and operations, and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions, and dependencies of the United States, the District of Columbia, and in any and all foreign countries;
- i) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates *evidencing shares of or interest in common law trusts, trusts and trust estates* or associations, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in, or promote commercial, mercantile, financial and industrial enterprises and operations;
- j) To engage in and carry on any advertising business in connection with property of any nature, owned, leased, or otherwise acquired by this corporation, as principal or agent, with powers to let contracts for any such advertising, and to make and carry out contracts of every nature or kind that may be conducive to the accomplishment of any purposes of the company;
- k) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person; to adopt and use a common corporate seal and alter the same; to appoint such officers and agents as its affairs shall require and allow them suitable compensation; to make gifts for educational, scientific or charitable purposes;
- l) To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at a par value of \$1.00 each.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just and fair valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall be not less than Five Hundred Dollars, which sum has been subscribed.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the registered office of this corporation in the State of Florida is: 241 Fifth Avenue, Indialantic, FL 32903.

The registered agent at such address is: Joseph A. Hill

The Board of Directors may, from time to time, move the registered office to any other address in Florida.

The principal place of business and mailing address is: 241 Fifth Avenue, Indialantic, FL 32903.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are:

Joseph A. Hill
241 Fifth Avenue
Indialantic, FL 32903

Director

ARTICLE IX

The name and street addresses of each person signing the Articles of Incorporation as subscriber is:

Joseph A. Hill
241 Fifth Avenue
Indialantic, FL 32903

President/Secretary/Treasurer


ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provisions contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles or Incorporation be made.

The Directors of this corporation shall have the power to make or amend the by-laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them or any indebtedness of such members of the corporation.

IT WITNESS WHEREOF we, undersigned, being each of the original subscribers to the capital stock do make and file these Articles of Incorporation for the purposes expressed, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals, this ____ day of July 1997.



Joseph A. Hill
Subscriber

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 31st day of July 1997 by
Joseph A. Hill who is

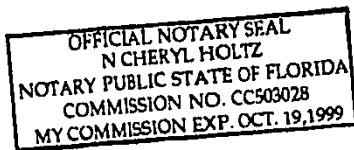
 personally known to me, or
 ✓ who have produced Florida Driver's License as identification
and who did take an oath.

N. Cheryl Holtz

N. Cheryl Holtz

Notary Public

My Commission Expires:



ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY 
Joseph A. Hill
Registered Agent

FILED
97 JUL -7 AM 10:15
CLERK OF COURT
TALLAHASSEE, FLORIDA