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ACCOUNT NO. : 072100000032

REFERENCE : 454274 134758A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizzuto*

ORDER DATE : July 8, 1997

ORDER TIME : 10:10 AM

ORDER NO. : 454274-005

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CUSTOMER NO: 134758A

CUSTOMER: Theodore J. Klein, Esq  
THEODORE J. KLEIN, ESQ

Suite 301  
16855 N. E. 2nd Avenue  
N. Miami Beach, FL 33162

DOMESTIC FILING

NAME: GK TENNIS INTERNATIONAL  
MANAGEMENT, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

*Patricia Pizzuto*

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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION  
of  
GK TENNIS INTERNATIONAL MANAGEMENT, INC.

THE UNDERSIGNED, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**FIRST:** The name of this corporation shall be:

GK TENNIS INTERNATIONAL MANAGEMENT, INC.

**SECOND:** This corporation shall commence its existence on the date of filing of these Articles of Incorporation with the Florida Department of State and this corporation shall exist perpetually thereafter unless sooner dissolved according to law.

**THIRD:** This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**FOURTH:** This corporation is authorized to issue two classes of shares to be designated respectively "preferred" and "common". The total number of shares which this corporation is authorized to issue is 20,408 shares. The aggregate par value of all shares that are to have a par value is \$1,000,000. The number of preferred shares authorized is 10,000 shares, and the par value of each such share is \$100. The number of common shares authorized is 10,408 shares, no par value. All of said stock shall be payable in cash, or payable in property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the board of directors of this corporation.

**FIFTH:** The express terms and provisions of the preferred and common shares are as follows:

(a) The relative rights, privileges, and limitations of the preferred shares and the common shares shall be in all respect identical, share for share, except that (i) the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the common shares and, except as otherwise required by law, the holders of the preferred shares shall not have any voting power or be entitled to receive any notice of meetings of shareholders; (ii) the holders of the preferred shares shall be entitled to a preferential dividend as set forth in subparagraph (b) of this Article; and (c) the holders of the preferred shares shall be entitled to preferential rights upon liquidation as set forth in subparagraph (d) of this Article.

(b) The holders of the preferred shares shall be entitled to receive, when and as declared by the Board of Directors of this corporation, cumulative dividends at the rate of \$2.50 per share per annum, payable semi-annually on the first days of January and July in each year beginning on the date that such share has been

outstanding for six months or more. Such dividends shall cumulate on all such payment dates on which the particular share shall be issued and outstanding and shall be cumulative to the full extent of the semi-annual payment. No dividends shall be paid to or set apart for payment to common shareholders unless all past accumulated dividends on the preferred shares shall have first been paid, or declared and set apart for payment.

(c) In addition to the right to receive a preferred dividend pursuant to subparagraph (b) of this Article, the holders of the preferred shares shall be entitled to participate with the holders of the common shares as to any additional dividend declared by the Board of Directors.

(d) Upon any dissolution, liquidation, or winding up of this corporation (i) the holders of the preferred shares shall be entitled to receive, before any payment shall be made to the holders of the common shares, the sum of \$100.00 per share together with all past accumulated and unpaid dividends payable pursuant to subparagraph (b) of this Article (hereinafter the "Liquidation Preference"); (ii) after payment of the Liquidation Preference to the holders of the preferred shares, the holders of the common shares shall be entitled to receive the sum of \$100.00 per share; and (iii) after payment of the foregoing, the holders of the common and preferred shares shall each participate in any excess distribution based on the total number of common and preferred shares then issued and outstanding. The consolidation or merger of this corporation at any time, or from time to time, with any other corporation or corporations, shall not be construed as a dissolution, liquidation or winding up of this corporation within the meaning hereof.

(e) The Board of Directors shall have the right, in the By-Laws of this corporation, to establish procedures for setting the record date for purposes of determining who is entitled to receive dividends or other payments from this corporation.

**SIXTH:** The initial mailing address and principal place of business of this corporation shall be 13899 Biscayne Boulevard, Suite 126, North Miami Beach, FL 33181 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**SEVENTH:** The name of the initial registered agent of this corporation is Theodore J. Klein, Esq., whose address is 16855 N.E. 2 Avenue, Suite 301, North Miami Beach, Florida 33162.

**EIGHTH:** The name of the incorporator signing these Articles of Incorporation is Theodore J. Klein, whose address is 16855 N.E. 2 Avenue, Suite 301, North Miami Beach, Florida 33162.

**NINTH:** No contract or other transaction between this

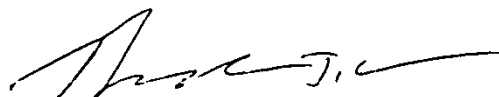
corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**TENTH:** The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever. The corporation shall have a first lien on the common shares of its shareholders and upon the dividends due them, if any, for any indebtedness of such shareholder to the corporation.

**ELEVENTH:** This corporation shall indemnify and hold harmless and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.

**TWELFTH:** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

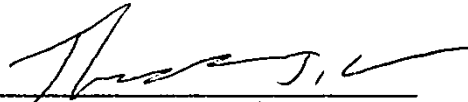
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 7 day of July, 1997.



Theodore J. Klein,  
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, it is submitted that GK Tennis International Management, Inc., desiring to organize under the laws of the State of Florida, has, on this 7 day of July, 1997, named Theodore J. Klein, Esq., whose address is 16855 N.E. 2 Avenue, Suite 301, North Miami Beach, Florida 33162, as its agent to accept service of process within Florida (registered agent).



Theodore J. Klein,  
Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation and in the certificate, I hereby agree, on this 7 day of July, 1997, to accept the appointment as registered agent and to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my duties as registered agent.



Theodore J. Klein, Esq.,  
as Registered Agent

ai\gk

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CLERK OF COURT  
FLORIDA