

P97000069226

TRANSMITTAL LETTER

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

100002261541--2
-08/08/97--01067--015
*****70.00 *****70.00

SUBJECT: SPORTS IN A FLASH, INC.

Enclosed is an original and one copy of the Articles of
Incorporation and our check for \$70.00. Please return to us a
stamped copy of the Articles.

FROM:

Samuel K. Spell
14141 SW 21st Street
Davie, FL 33325
(305) 881-3235

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -8 AM 11:26

8-11-97
WSS

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JUL -8 AM 11:26

ARTICLES OF INCORPORATION

OF

SPORTS IN A FLASH, INC.

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

The name of the corporation shall be: SPORTS IN A FLASH, INC.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The corporation may engage in any activity of business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV

The number of shares of stock that this corporation is authorized to issue shall be: one-hundred (100) shares common, in one class only, each having a par value of one-dollar (\$1.00) per share.

The corporation shall have the power to amend these articles at any time to provide for different classes of stock and to provide provisions for the preferences, limitations, and relative rights in respect to the shares of each class of stock.

This corporation shall be without authority to approve any By-Laws or resolution that will sell or assign any stock of this corporation to any other firm, person, or corporation, except that the stock of this corporation can be sold or transferred or assigned to any of the present charter members, or to this corporation.

ARTICLE V

The principal place of business and mailing address of this corporation shall be:

14141 SW 21st Street
Davie, FL 33325

ARTICLE VI

The initial number of corporate directors shall be at least one (1) and not more than five (5). The number of directors may be raised or lowered by amendment of the by-laws of the corporation but shall in no case be less than one.

ARTICLE VII

The name and street address of the member of the first board of directors of this corporation is as follows:

Samuel K. Spell, President
14141 SW 21st Street
Davie, FL 33325

ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is:

Samuel K. Spell, President
14141 SW 21st Street
Davie FL 33325

ARTICLE IX

The name and address of the first officer of this corporation is as follows:

Samuel K. Spell, President
14141 SW 21st Street
Davie, FL 33325

ARTICLE X

The name and address of the first subscribers to the capital stock of this corporation are as follows:

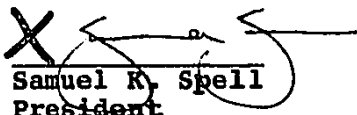
<u>Name and Address</u>	<u>Amount</u>	<u>Number of Shares</u>
Samuel K. Spell 14141 SW 21st Street Davie, FL 33325	\$ 100.00	One-Hundred (100)

ARTICLE XI

The name and address of the registered agent of this corporation is:

Samuel K. Spell
14141 SW 21st Street
Davie, FL 33325

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of June 1997.


Samuel K. Spell
President
14141 SW 21st Street
Davie, FL 33325

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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.

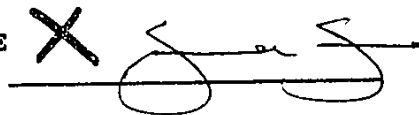
1. The name of the corporation is: SPORTS IN A FLASH, INC.

2. The name and address of the registered agent and office is:

Samuel K. Spell
14141 SW 21st Street
Davie, FL 33325

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

A handwritten signature in dark ink, appearing to read 'Samuel K. Spell', written over a horizontal line. The signature is stylized with a large 'X' at the beginning and a long horizontal stroke at the end.

DATE: June 23rd, 1997.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -8 AM 11:26