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LOWNDES, DROSDICK → Department of State: # 1

P97000071932

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((H97000013668 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.  
CONTACT: CINDA M FARREN  
PHONE: (407)843-4600

ACCT#: 072720000036

FAX #: (407)843-4444

NAME: COAST TO COAST SPORTS, INC.

AUDIT NUMBER.....H97000013668

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

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ARTICLES OF INCORPORATION  
OF  
COAST TO COAST SPORTS, INC.

RECEIVED  
DIVISION OF CORPORATE  
AFFAIRS  
JUL 19 1988  
AM 7:57

The undersigned, acting as incorporator of Coast to Coast Sports, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Coast to Coast Sports, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation,

This instrument was prepared by:  
William R. Bird, Jr., Esq.  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
215 N. Eola Drive  
Post Office Box 2809  
Orlando, Florida 32802-2809  
(407)843-4600  
Florida Bar Number: 0623504

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*Articles of Incorporation of  
Coast to Coast Sports, Inc.  
Page 2*

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including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the corporation is 215 N. Eola Drive, Orlando, Florida 32802. The initial mailing address of the corporation is P.O. Box 1043, Palm City, Florida 34991 and the name of the corporation's initial registered agent is William R. Bird, Jr., whose address is 215 N. Eola Drive, Orlando, Florida 32801.

**ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Thomas A. Colucci, Jr.	2327 SW Danforth Circle Palm City, Florida 34990
Jonathan M. Petruska	Seven Princewood Lane Palm Beach Gardens, Florida 33410

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Coast to Coast Sports, Inc.  
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#### ARTICLE VII. INCORPORATORS

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
William R. Bird, Jr.	215 N. Eola Drive Orlando, Florida 32802

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed

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Coast to Coast Sports, Inc.  
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by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

#### **ARTICLE X. AFFILIATED TRANSACTIONS**

The corporation expressly elects not to be governed by the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions, as defined in Section 607.0901(1)(b). This election is being made pursuant to Section 607.0901(5)(a).

The corporation reserves the right to amend, alter, change, or repeal this provision in the manner prescribed by these Articles of Incorporation and applicable law, and all rights conferred on shareholders are subject to this reservation.

#### **ARTICLE XI. CONTROL-SHARE ACQUISITIONS**

The corporation expressly elects not to be governed by the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions, as defined in Section 607.0902(2). This election is being made pursuant to Section 607.0901(5).

The corporation reserves the right to amend, alter, change, or repeal this provision in the manner prescribed by these Articles of Incorporation and applicable law, and all rights conferred on shareholders are subject to this reservation.

(Signature on Next Page)

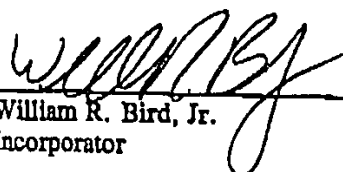
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*Articles of Incorporation of  
Coast to Coast Sports, Inc.  
Page 5*

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation this 19<sup>th</sup> day of August, 1997.

  
\_\_\_\_\_  
William R. Bird, Jr.  
Incorporator

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(CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.)

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Coast to Coast Sports, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 215 N. Eola Drive, City of Orlando, County of Orange, State of Florida, and its initial mailing address as indicated in the Articles of Incorporation, at P.O. Box 1043, City of Palm City, County of Martin, State of Florida, has named William R. Bird, Jr., located at 215 N. Eola Drive, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.

  
William R. Bird, Jr.  
Registered Agent

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8/19/97

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: EL COMPETIDOR ENTERPRISES INC.  
AUDIT NUMBER.....H97000013649  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..1 PAGES..... 3  
CERT. COPIES.....0 DEL.METHOD.. FAX  
EST.CHARGE.. \$78.75

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\*\* ENTER 'M' FOR MENU. \*\*

TRANSLATION: THE COMPETITOR ENTERPRISES INC.

07:00:10 07:00:10

8/20/97



**ARTICLES OF INCORPORATION**  
**OF**

07/19/10 AM 7:56

EL COMPETIDOR ENTERPRISES INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: EL COMPETIDOR ENTERPRISES INC.

The principal place of business of this corporation shall be:

19011 N.W. 44th Avenue Miami, Florida 33055

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 500 Shares at \$1.00 Par Value.

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

PRESIDENT: Cruz Edilma Ortega 19011 N.W. 44th Ave. Miami, Fl 33055

SECRETARY: Hernan Escobar 19011 N.W. 44th Ave. Miami, Fl 33055

TREASURER: Ana Escobar 19011 N.W. 44th Ave. Miami, Fl 33055

Prepared by: Emmanuel Enterprises Inc.  
4883 N.W. 183rd St.  
Miami, Fl 33055  
(305) 624-0028

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Hernan Escobar 19011 N.W. 44th Ave.  
Miami, FL 33055

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 19th day of August, 1997.

Signature(s) of Incorporator(s)

Hernan Escobar

\_\_\_\_\_  
\_\_\_\_\_

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

97/08/19 11:56

Pursuant to the provisions of Section 607.325, 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:

EL COMPETIDOR ENTERPRISES INC.

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

Hernan Escobar 19011 N.W. 44th Ave.

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33055

(CITY/STATE/ZIP)

SIGNATURE Hernan Escobar

TITLE SECRETARY

DATE 08/19/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Hernan Escobar

DATE 08/19/97