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October 1, 1997

VIA FEDERAL EXPRESS

Mr. John Hall  
Halls Delivery Service  
464 Freddie Martin Drive  
Tallahassee, FL 32301

100002309811--3  
-10/02/97--01046--027  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Sports Whirl Marketing, Inc.

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for the above corporation.

Also enclosed is a check in the amount of \$122.50, representing \$35 filing fee, \$52.50 for a certified copy and \$35 registered agent fee.

Please file with the Secretary of State's office, wait for the certified copies and return the certified copies to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

*Barbara J. Coad*  
Barbara J. Coad, PLS  
Secretary to Thomas R. Allen

Enclosures

FILED  
97 OCT -2 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SPORTS WHIRL MARKETING, INC.**

FILED  
97 OCT -2 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME**

The name of this corporation is SPORTS WHIRL MARKETING, INC.

**ARTICLE II**  
**DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE III**  
**GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE IV**  
**CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with ONE AND NO/100 DOLLAR (\$1.00) par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

**ARTICLE V**  
**NO PREEMPTIVE RIGHTS**

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

**ARTICLE VI**  
**PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office and initial registered office of the corporation is 120 aLEXANDRIA #17, Oviedo, Florida 32765 and the name of the initial registered agent of this corporation at that address is WINDSOR L. HALL.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

- A. This corporation shall have two (1) director initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors who shall hold office until his successor is duly elected and hase qualified is:

Windsor L. Hall	120 Alexandria #17 Oviedo, FL 32765
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**ARTICLE VIII**  
**INCORPORATORS**

The names and addresses of the Incorporators of this corporation are:

Windsor L. Hall	120 Alexandria #17 Oviedo, FL 32765
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**ARTICLE IX**  
**BY-LAWS**

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

**ARTICLE X**  
**INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XI**  
**AMENDMENTS**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 30th day of September, 1997.



Windsor L. Hall

STATE OF FLORIDA )  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 30th day of September, 1997, by WINDSOR L. HALL, who is personally known to me ~~or who produced~~ (type of ~~identification) as identification.~~



TERESA J. PETER  
My Comm Exp. 8/23/98  
Bonded By. Service Ins  
No. CC388302  
(If Personally Known) (If Other L.D.)



NOTARY PUBLIC

Teresa J. Peter

Print Name

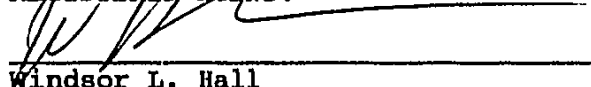
My Commission Expires: 8/23/98

Commission Number:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:



Windsor L. Hall