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HAROLD BACHNER
CERTIFIED PUBLIC ACCOUNTANT
8834 Goodby's Executive Dr.
Jacksonville, Florida 32217
(904) 730-9534

December 3, 1997

FILED
97 DEC -8 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

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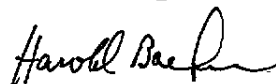
SUBJECT: Burrough Sports Agency, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check payable to the Department of State in the amount of \$131.25 to cover the following:

1. Filing Fee
2. Certified Copy
3. Certificate

The certified copy of the Articles and the certificate should be mailed to Harold Bachner, 8834 Goodby's Executive Dr., Jacksonville, Florida 32217. Thank you.

Sincerely,



Harold Bachner

/hb
Enclosures

F. CHESSEY DEC 10 1997

ARTICLES OF INCORPORATION
OF
BURROUGH SPORTS AGENCY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name and Principal Place of Business

The name of the corporation is Burrough Sports Agency, Inc., and the principal place of business is 7632 Las Palmas Way, Jacksonville, Florida 32216.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1000 shares of \$.00 par value common stock which shall be designated "Common Shares."

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8834 Goodby's Executive Drive, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation at that address is Harold S. Bachner.

ARTICLE VI

Directors

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

ARTICLE VII

Initial Directors

The name and street address of the initial director of the corporation is:

Gene Burrough
7632 Las Palmas Way
Jacksonville, Florida 32216

ARTICLE VIII

Incorporators

The name and street address of the person signing these Articles is:

Gene Burrough
7632 Las Palmas Way
Jacksonville, Florida 32216

ARTICLE IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, provided, however, the Board of Directors may not alter or repeal a bylaw or amendment thereto adopted by the shareholders.

ARTICLE X

Restrictions of Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement, recorded in the Minute Book, impose such restrictions on the sale, transfer or encumbrance of the stock of the corporation as they may see fit.

ARTICLE XI

Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XII

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XIII

Amendment

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 incorporator has executed these
Articles of Incorporation this 4th day of December
1997.

[Signature]

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before
me by GENE BURROUGH, who produced as
identification _____ or who is personally known to
me and who did / did not take an oath on this 4th day of DECEMBER
1997.

Sheryl D. Rand
Notary Public at Large, State of Florida

My commission expires:



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

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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:

Burrough Sports Agency, Inc.
7632 Las Palmas Way
Jacksonville, FL 32216

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

Harold S. Bachner
8834 Goodby's Executive Drive
Jacksonville, FL 32217

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 obligations of my position as registered agent.

Harold S. Bachner
Signature

12/4/97
Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314