

P97000106452



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 641298 129153A

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 70.00

ORDER DATE : December 18, 1997

ORDER TIME : 1:06 PM

ORDER NO. : 641298-005

300002376683--2

CUSTOMER NO: 129153A

CUSTOMER: Carolyn E. Moore, Legal Asst
JAMES R. MEROLA, P.A.

Suite 204
11380 Prosperity Farms Road
Palm Beach Grds, FL 33410

DOMESTIC FILING

NAME: REPLAY NEW AND USED SPORTS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
97 DEC 18 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DME 12/19/97

ARTICLES OF INCORPORATION

OF

REPLAY NEW AND USED SPORTS, INC.

FILED

97 DEC 18 AM 8:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files these Articles of Incorporation for the purpose of forming a corporation under the Laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of the Corporation shall be REPLAY NEW AND USED SPORTS, INC., and the principal place of business shall be 932 Northlake Boulevard, North Palm Beach, Florida, 33408.

ARTICLE II
DURATION

This Corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the Laws of the State of Florida or of the United States of America.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) Shares of Capital Stock with a par value of One and No/100 (\$1.00) Dollars per Share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address in this State of the initial registered office of the Corporation is Suite 204, 11380 Prosperity Farms Road, Palm Beach Gardens, Florida, 33410, and the name of the initial Registered Agent is JAMES R. MEROLA.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of Directors may be increased or decreased from time to time by the By-

Laws but shall never be less than one (1) nor more than nine (9). The names and addresses of the initial Directors are:

RAYMOND SCHWARTZ
920 Orange Drive
Lake Park, FL 33403


DEAN A. PRIMAVERA
4001 - 40th Way
West Palm Beach, FL 33407

ARTICLE VII
INCORPORATOR

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

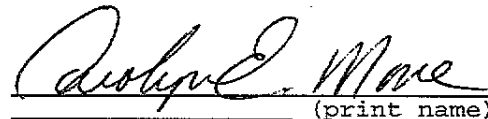
JAMES R. MEROLA
11380 Prosperity Farms Road, Suite 204
Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 17th day of December, 1997.


James R. Merola, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 17th day of December, 1997, by JAMES R. MEROLA, who is personally known to me or who has produced _____ as identification.


(print name)

Notary Public, State of Florida
My Commission Expires:



CAROLYN E. MOORE
MY COMMISSION # CC342429 EXPIRES
February 13, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

97 DEC 18 AM 8:17

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

THAT, REPLAY NEW AND USED SPORTS, INC., desiring to organize under the laws
of the State of Florida, with its principal offices as indicated in the Articles
of Incorporation, at Palm Beach County, Florida, has named: JAMES R. MEROLA,
Suite 204, 11380 Prosperity Farms Road, Palm Beach Gardens, Florida, 33410, as
its Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated
corporation, at the place designated by this Certificate, I hereby accept to act
in this capacity, and agree to comply with the provisions of said Act relative
to keeping open said office.


James R. Merola