



P98000003212

ACCOUNT NO. : 072100000032

REFERENCE : 654341 135149A

AUTHORIZATION : Patricia Pizute

COST LIMIT : \$ 70.00

ORDER DATE : December 31, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 654341-005

CUSTOMER NO: 135149A

200002386842-3

CUSTOMER: Henry I. Smyler, Esq  
HENRY I. SMYLER, ESQ

Suite 1704  
9130 S. Dadeland Boulevard  
Miami, FL 33156

DOMESTIC FILING

NAME: C.S. SPORTS, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXXXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

2590  
167-2590

W 97-28978

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 31 AM 8:24

RECORDED  
97 DEC 31 10:44  
INFORMATION  
11/13/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 31 AM 8:24

January 12, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: C.S. SPORTS, INC.  
Ref. Number: W97000028978

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for C.S. SPORTS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 698A00001616

RECEIVED  
98 JAN 12 PM 3:30  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 31 AM 8:24

January 6, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: C.S. SPORTS, INC.  
Ref. Number: W97000028978

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for C.S. SPORTS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 998A00000694

RECEIVED  
98 JAN 12 AM 9:57  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 31 AM 8:24

December 31, 1997

CSC

SUBJECT: C.S. SPORTS, INC.  
Ref. Number: W97000028978

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for C.S. SPORTS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 397A00061038

RECEIVED  
98 JAN -6 AM 10:03  
DIVISION OF CORPORATION

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 31 AM 8:24

**ARTICLES OF INCORPORATION  
OF**

**C.S. SPORTS, INC.**

The undersigned, subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation shall be **C.S. SPORTS, INC.** and its street address shall be 4800 Southwest 51st Street, Suite 101, Fort Lauderdale, Florida 33314.

**ARTICLE II  
PURPOSES**

The purpose for which this corporation is formed and the business and objects to be carried on and promoted by it are as follows:

To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares that this corporation is to have outstanding at any time is 20,000,000 shares of common stock, having a nominal or par value of \$0.0001 per share and 5,000,000 shares of cumulative convertible preferred shares, having a nominal par value of \$0.001 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The initial capital with which the corporation shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

**ARTICLE IV**  
**TERM**

This corporation shall commence on the date of filing and shall have perpetual existence.

**ARTICLE V**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent for this corporation shall be HENRY I. SMYLER, and the Registered Office shall be located at 9130 South Dadeland Boulevard, Suite 1704, Miami, Florida 33156, or such other person or such other place as the Board of Directors shall from time to time direct, with appropriate notice being duly given to the Secretary of State in accordance with the law.

**ARTICLE VI**  
**DIRECTORS**

This corporation shall not have less than one (1) nor more than five (5) directors, as set forth in the By-Laws. The name and street address of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified is:

GERARD KENNA  
4800 S.W. 51st Street, Suite 101  
Fort Lauderdale, Florida 33314

JOSEPHINE KENNA  
4800 S.W. 51st Street, Suite 101  
Fort Lauderdale, Florida 33314

MARCUS FORD  
4800 S.W. 51st Street, Suite 101  
Fort Lauderdale, Florida 33314

**ARTICLE VII**  
**SUBSCRIBERS**

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

Gerard Kenna  
9130 SOUTH DADELAND BOULEVARD  
SUITE 1704, MIAMI, FLORIDA 33156

**ARTICLE VIII**  
**SPECIAL PROVISION**

Any action by the Directors of this corporation which is within their power taken at a meeting of such Directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all Directors as required by law or by the By-Laws of this corporation, if at anytime prior to, during, or subsequent to such meeting all Directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the Directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of such meeting shall have been given to all shareholders as required by law or in the By-Laws of this corporation, if at any time prior to, during, or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the

Department of State of the State of Florida or any other governmental agency of any State, county, or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said Directors or wherever a greater vote is required by law or in the By-Laws by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders or wherever a greater vote is required by law or in the By-Laws by that vote.

#### **ARTICLE IX** **INSPECTION OF BOOKS AND RECORDS**

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open for inspection by shareholders.

#### **ARTICLE X** **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every officer and every director of the corporation shall be indemnified by the corporation as permitted by law against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

#### **ARTICLE XI** **TELEPHONE MEETING AUTHORIZED**

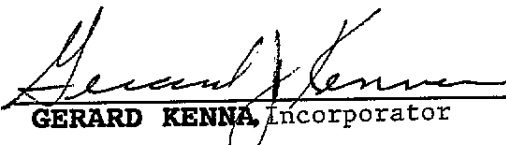
Members of the Board of Directors or of any executive committee designated by the Board of directors in accordance with the law shall be

deemed present at any meeting of the Board of Directors or executive committee as the case may be, if a conference by telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

**ARTICLE XII**  
**AMENDMENTS**

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

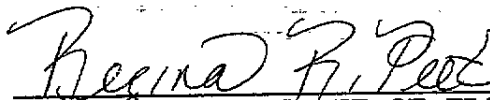
IN WITNESS WHEREOF, we have hereunto set our hands and seals this \_\_\_\_\_ day of December 29, 1997, 1997 in Miami, Dade County, Florida.

  
GERARD KENNA, Incorporator

STATE OF FLORIDA     )  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, this day personally appeared GERARD KENNA as incorporator of C.S. SPORTS, INC. to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they signed and executed the same for the purposes therein set forth.

SWORN TO AND SUBSCRIBED before me this 29<sup>th</sup> day of December, 1997.

  
NOTARY PUBLIC STATE OF FLORIDA  
AT LARGE

MY COMMISSION EXPIRES:

7/12/1998

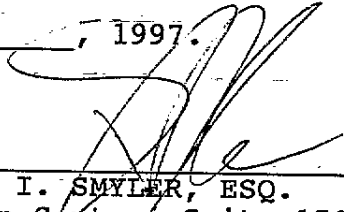


REGINA R PEET  
My Commission CC391975  
Expires Jul. 12, 1998  
Bonded by HAI  
800-422-1555

**CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of C.S. SPORTS. INC. and agree to serve as its agent to accept service of process within this State at its Registered Office.

DATED this 30<sup>th</sup> day of December, 1997.

  
\_\_\_\_\_  
HENRY I. SMYLER, ESQ.  
Datran Center, Suite 1704  
9130 South Dadeland Blvd.  
Miami, Florida 33156  
(305) 670-2345

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