

CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P980000004693

Roller Hockey Central
Inc.

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CLERK OF STATE
DIVISION OF CORPORATIONS
98 JAN 15 PM 12:45

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- ☒ Art of Inc. File -01/15/98-01017-022
****122.50 ****122.50
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
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- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
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1/15/98 10:41

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DIVISION OF CORPORATIONS

RP
01-15-98

ARTICLES OF INCORPORATION

OF

ROLLER HOCKEY CENTRAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN 15 PM 12:46

The undersigned, for the purposes of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be **ROLLER HOCKEY CENTRAL, INC.**

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights, and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL PLACE OF CORPORATION

The principal office of the Corporation shall be 11225 U.S. Highway 19, Clearwater, Florida 33764.

ARTICLE V - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be 11225 U.S. Highway 19, Clearwater, Florida 33764.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 535 Central Avenue, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be GEORGE K. RAHDERT.

ARTICLE VII - CAPITAL STOCK

The authorized capital stock of the Corporation shall be ONE THOUSAND (1000) shares of common stock having a \$.50 par value.

ARTICLE VIII - PREEMPTIVE RIGHTS GRANTED

The Corporation elects to have preemptive rights with respect to any shares issued by the Corporation.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of three (3) Directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Joseph J. Bertolami	11225 U.S. Highway 19, Clearwater, Florida 33764
James C. Bertolami	11225 U.S. Highway 19, Clearwater, Florida 33764
Walter Preston	11225 U.S. Highway 19, Clearwater, Florida 33764

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE X - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that the Bylaws be altered, amended or repealed only by the shareholders.

ARTICLE XI - INCORPORATOR

The name and address of the Incorporator are:

<u>Name</u>	<u>Address</u>
Joseph J. Bertolami	11225 U.S. Highway 19, Clearwater, Florida 33764

ARTICLE XII - ELECTIONS REGARDING

CERTAIN PROVISIONS OF THE FLORIDA STATUTES

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote

of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall **not** apply.

Section 2. Pursuant to the Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair market value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall **not** apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 13 day of, 1998.



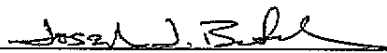
JOSEPH J. BERTOLAMI - Incorporator

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

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organizing under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

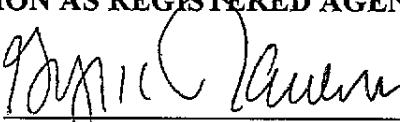
1. The name of the Corporation is: **ROLLER HOCKEY CENTRAL, INC.**
2. The name and address of the registered agent and office is: **GEORGE K. RAHDERT
535 Central Avenue
St. Petersburg, Florida 33701**

SIGNATURE: _____


JOSEPH J. BERTOLAMI - Incorporator
Date: 1/13/98

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.

SIGNATURE: _____


GEORGE K. RAHDERT
Date: 1/13/98

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