

**GOLDBERG
YOUNG &
GRAVENHORST, P.A.**
ATTORNEYS AT LAW

PAUL YOUNG
LAWRENCE H. GOLDBERG
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JONATHAN S. MARCUS
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KIMBERLY L. BARBAR

MICHELLE M. DEROSA
JOSEPH M. GOLDSTEIN
DANIEL A. JACOBSON
JEFFREY B. KAHN
PETER M. LOPEZ
EDWARD J. O'SHEEHAN
SUZANNE W. SCHWARTZ
MARILYN K. SUMMITT

PO 80002463578-3

98 APR -2 PM 1:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fort Lauderdale Office

EFFECTIVE DATE
4-1-98

March 19, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Kings' Court ^{SPORTS} Corp.

VIA FEDERAL EXPRESS

800002463578-3
-03/20/98-01075-019
****122.50 ****122.50

Ladies and Gentlemen:

Enclosed herewith are an original and one copy of the Articles of Incorporation for the above referenced corporation, together with a check payable to the Department of State in the amount of \$122.50, in payment of the following:

Filing fee	35.00
Certified copy	52.50
Designation of Registered Office/Agent	\$ 35.00
Total	<u>\$122.50</u>

Please return the certified copy to the attention of the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

GOLDBERG, YOUNG & GRAVENHORST, P.A.

Marilyn K. Summitt
MARILYN K. SUMMITT
For the Firm

Enclosures

cc: Mr. Richard Walsh

P. Hall

W98-6475
MAR 23 1998

secretar.m17

1630 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33305
TELEPHONE (954) 564-8000
MIAMI (305) 944-0309
FACSIMILE (954) 564-0015

THE PLAZA - SUITE 303
5355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486
TELEPHONE (561) 398-1449
FACSIMILE (561) 750-5586

SQUIRES BUILDING - SUITE 113
721 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408
TELEPHONE (561) 842-1986

MAILING ADDRESS: P.O. BOX 23800, FORT LAUDERDALE, FLORIDA 33307



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 24, 1998

GOLDBERG YOUNG & GRAVENHORST, P.A.
1630 NORTH FEDERAL HWY
FT LAUDERDALE, FL 33305

SUBJECT: KINGS' COURT, CORP.
Ref. Number: W98000006475

We have received your document for KINGS' COURT, CORP. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 898A00015612

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MARILYN K. SUMMITT

REPLY TO:

Fort Lauderdale Office

April 1, 1998

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Kings' Court Sports, Corp.

Ladies and Gentlemen:

Enclosed are an original and one copy of revised Articles of Incorporation using the name for the corporation as shown above. Also enclosed is a copy of your letter dated March 24, 1998 (letter #898A00015612) rejecting our initial filing of the Articles of Incorporation under the name "Kings' Court, Corp." your reference #W98000006475. At the time of the original filing, I sent our payment of \$122.50 for the following:

Filing fee	\$ 35.00
Certified copy	52.50
Designation of Registered Office/Agent	<u>35.00</u>
Total	<u>\$122.50</u>

Since our payment was retained by your office, please apply the payment to the fees for the enclosed documents. If you have any questions, please do not hesitate to contact me. Upon filing, please return the certified copy to the attention of the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

GOLDBERG, YOUNG & GRAVENHORST, P.A.


MARILYN K. SUMMITT
For the Firm

Enclosure

cc: Mr. Richard Walsh

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MAILING ADDRESS: P.O. BOX 23800, FORT LAUDERDALE, FLORIDA 33307

ARTICLES OF INCORPORATION
OF
Kings' Court Sports Corp.

FILED
98 APR -2 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the Corporation is:

Kings' Court Sports, Corp.

EFFECTIVE DATE
4-1-98

Article II - Effective Date

The Effective Date of these Articles of Incorporation is at 12:01 A.M. on the 1st day of April, 1998.

Article III - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article IV - Nature of Business

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article V - Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 10,000 shares, classified as follows:

<u>Class</u>	<u>Voting</u>	<u>Shares Authorized</u>	<u>Par Value</u>
Class A Common	Voting	5,000	\$1.00/share
Class B Common	Non-Voting	5,000	\$1.00/share

Holders of Class B Non-Voting Common shares shall have the same rights and privileges as holders of Class A Voting Common shares except that holders of Class B Non-Voting Common shares shall not be entitled to vote by reason of holding such shares of Class B stock.

Article VI - Address

The initial street address of the principal office of this Corporation in the State of Florida is 1630 N. Federal Highway, Fort Lauderdale, Florida 33305. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VII - Directors

This Corporation shall have three (3) Directors initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

Article VIII - Initial Directors

The name and street address of the initial Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified is:

Richard Walsh
2151 NE 42nd Court
Lighthouse Point, FL 33064

Mark D. Lawrence
6917 NW 34th Avenue
Ft. Lauderdale, FL 33309

Stephen J. Shaffer
778 NW 82nd Avenue
Coral Springs, FL 33071

Article IX - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Marilyn K. Summitt, Esq., 1630 N. Federal Highway, Fort Lauderdale, Florida 33305.

Article X - Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a Director of this Corporation.

2. The shareholders may, pursuant to the Bylaw provision or by shareholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.

3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the shareholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the shareholders.

4. Any subscriber or shareholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he/she shall make objection at that meeting to any defect or insufficiency of notice.

5. If the Bylaws so provide, any action of the shareholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

6. If the Bylaws so provide, any shareholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose Directors' or officers' liabilities upon the shareholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.

7. The Board of Directors of this Corporation is authorized to make provision 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 this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

8. The Corporation shall indemnify any Director, officer or employee, or former Director, officer or employee of the Corporation, or any person who may have served at its request as a Director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such Director, officer or employee, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any Director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter of

controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such Director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

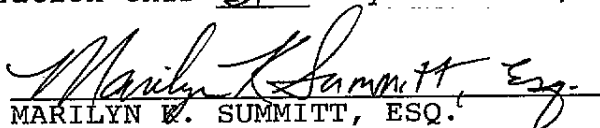
Article XI - Registered Office

The Registered Agent and registered office of the Corporation shall be Marilyn K. Summitt, Esq., 1630 N. Federal Highway, Fort Lauderdale, Florida 33305.

Article XII - 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.

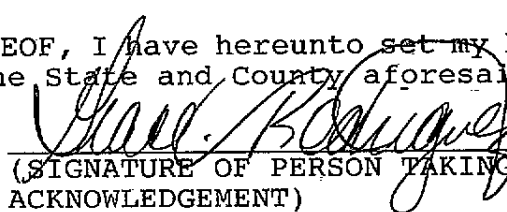
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of March, 1998.


MARILYN K. SUMMITT, ESQ.

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

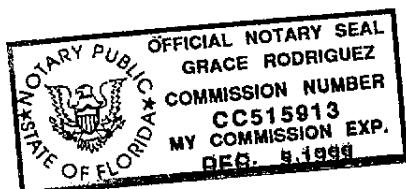
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Marilyn K. Summitt, Esq., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she swore before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31st day of March, 1998.


(SIGNATURE OF PERSON TAKING
ACKNOWLEDGEMENT)

Grace Rodriguez
(Name of acknowledger, typed, printed or
stamped)

(Title or rank (serial number, if any))



CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes,
the following is submitted in compliance with
said Act.

FIRST -- That Kings' Court Sports Corp., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Fort Lauderdale, County of Broward, State of Florida, has named Marilyn K. Summitt, Esq. as Registered Agent, who may be served at the registered office located at 1630 N. Federal Highway City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

Having been named to accept service of process for the above stated Corporation, at the place designated in 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.


Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR -2 PM 1:38

FILED