

P98000042680



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 801620 4806726

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 30, 1998

ORDER TIME : 9:58 AM

ORDER NO. : 801620-005

CUSTOMER NO: 4806726

CUSTOMER: Mr. Mark B. Kleinfeld
JONES FOSTER JOHNSTON & STUBBS

P.o. Box 3475

West Palm Beach, FL 33402-3475

DOMESTIC FILING

NAME: S.M.S.I., INC.

EFFECTIVE DATE:

000002507490--7
-05/01/98-01042-004
****122.50 ****122.50

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

2555
W98-9839

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -1 AM 11:04

RECEIVED
98 MAY -1 AM 10:43
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

98 MAY 12 AM 9:52
DIVISION OF CORPORATION

May 1, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: S.M.S.I., INC.
Ref. Number: W98000009839

RESUBMIT
Please give original
submission date as file date.

We have received your document for S.M.S.I., INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

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: 498A00024032

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ARTICLES OF INCORPORATION
OF
S.M.S.I., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -1 AM 11:04

I, the undersigned, hereby make, subscribe, and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be S.M.S.I., Inc.

ARTICLE II

Purpose

This corporation is organized for the purpose of providing sports management services and for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 100 shares of common stock of \$1.00 par value, fully paid and non-assessable.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 249 Peruvian Avenue, Suite F-4, Palm Beach, Palm Beach County, FL 33480.

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is Owen Williams located at the Registered Office of the corporation at 249 Peruvian Avenue, Suite F-4, Palm Beach County, Palm Beach, FL 33480.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have two (2) Directors. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Directors are:

Owen Gordon Williams, 232 Seabreeze, Palm Beach, FL 33480

Rebecca Grimes Williams, 232 Seabreeze, Palm Beach, FL 33480

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, Vice President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Owen Gordon Williams, President/Secretary
232 Seabreeze, Palm Beach, FL 33480

Rebecca Grimes Williams, Vice President/Treasurer
232 Seabreeze, Palm Beach, FL 33480

ARTICLE IX

Incorporator

The name and address of the incorporator is:

Owen Gordon Williams, 232 Seabreeze, Palm Beach, FL 33480

ARTICLE X

Amendment

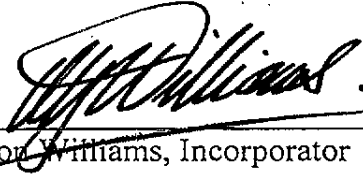
This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE XI

Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator, Owen Gordon Williams, has executed these Articles of Incorporation this 29th day of April, 1998.

A handwritten signature in cursive script, appearing to read "Owen Gordon Williams", is written over a horizontal line.

Owen Gordon Williams, Incorporator

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

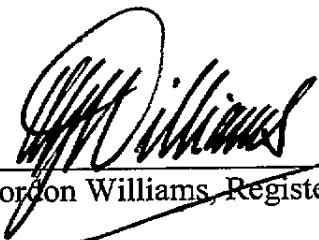
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -1 AM 11:04

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

That S.M.S.I., Inc., desiring to organize under the laws of the State of Florida,
has named Owen Gordon Williams, located at the Registered Office of the corporation at 249
Peruvian Avenue, Suite F-4, Palm Beach, Palm Beach County, FL 33480, as its Registered
Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
corporation at the place designated in this Certificate, I hereby agree to act in this capacity,
and I further agree to comply with the provisions of all statutes relative to the proper and
complete performance of my duties.


Owen Gordon Williams, Registered Agent

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