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May 27, 1998

Via Federal Express

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

100002538191--2
-05/28/98--01064--016
****122.50 ****122.50

RE: THE HEISMAN GROUP, INC.

Dear Sir/Madam:

Enclosed herewith, you will find a check in the amount of \$122.50, together with the original and one copy of the Articles of Incorporation for The Heisman Group, Inc., for filing with the Secretary of State.

Please stamp and forward the copy of the articles to this office in the enclosed self addressed stamped envelope at you earliest convenience.

Very truly yours,


Andrew R. Friedman

ARF/jh
enc.

FILED
98 MAY 28 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 6/1/98

**ARTICLES OF INCORPORATION
OF
THE HEISMAN GROUP, INC.**

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

THE HEISMAN GROUP, INC.

ARTICLE II

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

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 100,000 shares common stock, \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

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98 MAY 28 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

This corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE VI

The principal office of the corporation shall be at: 975 S.W. 11th Court, Boca Raton, FL 33486. Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries. The name of the initial registered agent of this Corporation at the above address is: JOHN MICALLEF.

ARTICLE VII

The business of the corporation shall be conducted by a Board of Directors of not less than one to be increased at the discretion of the Board of Directors.

ARTICLE VIII

The name and post office addresses of the first Directors of this corporation, all subject to the provisions of this certificate, By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN MICALLEF	975 S.W. 11th Court Boca Raton, FL 33486

ARTICLE IX

The names and post office addresses of the officers of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN MICALLEF President/Secretary/Treasurer	975 S.W. 11th Court Boca Raton, FL 33486

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

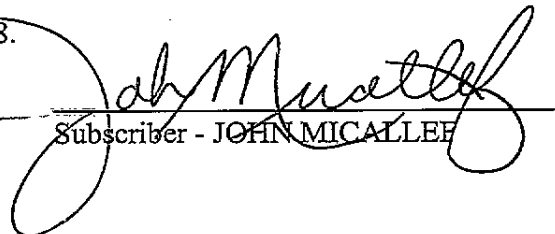
<u>NAME</u>	<u>ADDRESS</u>
JOHN MICALLEF	975 S.W. 11th Court Boca Raton, FL 33486

ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

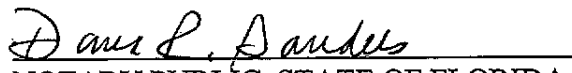
IN WITNESS WHEREOF, the undersigned incorporator, being the same person named in Article X above, and in evidence of his desire to form this Corporation does hereunto subscribe his name, this 27 day of May, 1998.

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

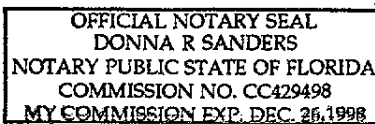

Subscriber - JOHN MICALLEF

BEFORE ME, the undersigned authority, personally appeared **JOHN MICALLEF**, the person described in and whose name is signed to the foregoing Certificate of Incorporation of **THE HEISMAN GROUP, INC.**, and who is described in said Certificate as the incorporator of said corporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and seal in the County of Palm Beach, State of Florida, this 27 day of 27, 1998.


NOTARY PUBLIC, STATE OF FLORIDA
Printed Name:
Personally known ☒ OR
Produced Identification ☐
Type of identification _____

My Commission Expires:

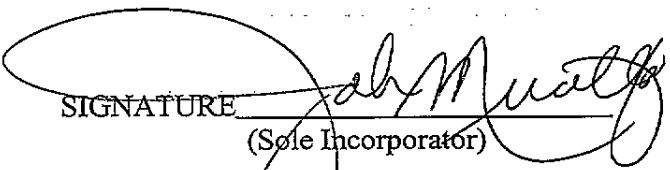


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST - THAT THE HEISMAN GROUP, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF BOCA RATON, STATE OF
FLORIDA, HAS NAMED JOHN MICALLEF LOCATED AT 975 S.W. 11th Court, CITY OF
BOCA RATON, STATE OF FLORIDA, (33486) AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE 

(Sole Incorporator)

TITLE: President

DATE: 5/27, 1998

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.

SIGNATURE 

(Registered Agent)

DATE: 5/27, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 28 AM 9:55

FILED