

TRANSMITTAL LETTER

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Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000002560040--4  
-06/15/98-01098-018  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: SPORTSCENE MAGAZINE, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Ralph A. Vitale  
Name (Printed or typed)

2103 Lusitania Drive  
Address

Sarasota, FL 34231  
City, State & Zip

(941) 924-9118  
Daytime Telephone number

FILED  
98 JUN 15 PM 2:44  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

6-17-98  
JPM

**ARTICLES OF INCORPORATION  
OF  
SPORTSCENE MAGAZINE, INC.**

We, the undersigned, all being of full age, do hereby associate ourselves together for the purpose of forming and organizing a corporation for profit under the provisions of the Corporation Laws of the State of Florida, and we hereby adopt and declare the following Articles of Incorporation covering the existence and organization of this corporation.

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TALLAHASSEE, FLORIDA

**ARTICLE I NAME**

The name of the corporation shall be: SPORTSCENE MAGAZINE, INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

2103 Lusitania Drive  
Sarasota, FL 34231

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:  
-2,000,000-

Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholders' meeting. Said shares shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said shares shall be deemed fully paid and nonassessable.

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Ralph A. Vitale  
2103 Lusitania Drive  
Sarasota, FL 34231

**ARTICLE V COMMENCEMENT AND DURATION OF CORPORATION**

This corporation shall have perpetual existence unless sooner dissolved according to law. The corporation's existence shall commence upon the convening of the corporation's Organizational Meeting of Directors pursuant to Section 607.174, Florida Statutes, or the ninetieth day subsequent to the filing of the Articles of Incorporation, whichever shall first occur.

**ARTICLE VI BOARD OF DIRECTORS**

This corporation shall have a Board of Directors consisting of no more than seven (7) directors who shall be elected at the annual meeting of stockholders to be held at the time and place provided for in the By-Laws, by a plurality of the votes cast as such election. The initial directors, unless otherwise provided in the By-Laws, shall serve for the first year of the existence of this corporation or until their successors are duly elected and qualified.

**ARTICLE VII INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial Board of Directors, which consists of one member, is as follows:

Ralph A. Vitale  
2103 Lusitania Drive  
Sarasota, FL 34231

**ARTICLE VIII ORIGINAL BY-LAWS**

The original By-Laws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, by majority vote, shall have authority to adopt, amend, change, repeal or enlarge By-Laws not inconsistent with any By-Laws that may have been adopted by the stockholders. The Board of Directors shall have full power to specify the conditions upon which stock certificates shall be issued, and to replace lost or destroyed certificates by a new issue.

**ARTICLE IX MEETINGS OF STOCKHOLDERS**

All meetings of the stockholders may be held within or without the State of Florida, upon such call and notice as may be prescribed by the By-Laws.

**ARTICLE X OFFICER AND DIRECTOR LIABILITY**

Subject to the laws of the State of Florida, this corporation shall indemnify and save harmless its officers and directors of and from any suit, actions or judgments both civil and criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation further shall pay all costs, legal expenses, and any other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall save its officers and directors harmless from any action taken by them in its behalf to the full extent and limit permitted by law.

**ARTICLE XI INCORPORATOR(S)**

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

Ralph A. Vitale  
2103 Lusitania Drive  
Sarasota, FL 34231

The undersigned incorporator has executed these Articles of Incorporation this twelfth day of June, 1998.

  
\_\_\_\_\_  
Ralph A. Vitale

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SPORTSCENE MAGAZINE, INC.
2. The name and address of the registered agent and office is:

Ralph A. Vitale  
2103 Lusitania Drive  
Sarasota, FL 34231

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.

*Ralph A. Vitale*  
Ralph A. Vitale/Registered Agent

*6/12/98*  
Date

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98 JUN 15 PM 2:44  
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TALLAHASSEE, FLORIDA