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ACCOUNT NO. : 072100000032

REFERENCE : 907250 7107213

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 28, 1998

ORDER TIME : 12:14 PM

ORDER NO. : 907250-005

CUSTOMER NO: 7107213

CUSTOMER: William L. Thompson, Jr., Esq  
THOMPSON ADAMS & HOFFMAN, P.A.

Suite 3131  
One Independent Drive  
Jacksonville, FL 32202

DOMESTIC FILING

NAME: AMERICAN SPORTS, INC.

EFFECTIVE DATE: JULY 28, 1998

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: Janice Vanderslice

EXAMINER'S INITIALS:

300002600643--4  
-07/28/98--01066--026  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 28 PM 3:16

RECEIVED  
DIVISION OF CORPORATIONS  
98 JUL 28 PM 1:15  
28/98

EFFECTIVE DATE

7/27/98

ARTICLES OF INCORPORATION

OF

AMERICAN SPORTS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 28 PM 3:16

ARTICLE I

NAME

The name of this corporation is "American Sports, Inc."

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of operating a sports franchise and engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue twenty thousand (20,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

#### ARTICLE IV

##### TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

#### ARTICLE V

##### PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 1556 Lakeway Drive, Orange Park, Florida 32073. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 975 Martin Avenue, Green Cove Springs, Florida 32043, and the name of the initial registered agent of this corporation at that address is Timothy J. Enright. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished, from time to

time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Timothy J. Enright, Pres.	975 Martin Avenue Green Cove Springs, Florida 32043
Thomas Hallquest, CFO, Treas., Sec.	975 Martin Avenue Green Cove Springs, Florida 32043

#### ARTICLE VIII

##### INCORPORATOR

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Timothy J. Enright	975 Martin Avenue Green Cove Springs, Florida 32043

#### ARTICLE IX

##### BYLAWS

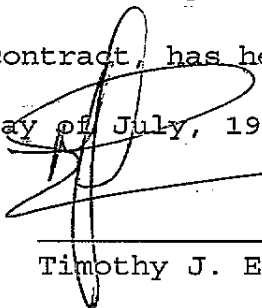
Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 27 day of July, 1998.

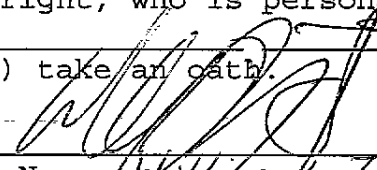
  
\_\_\_\_\_  
(SEAL)  
Timothy J. Enright

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of July, 1998, by Timothy J. Enright, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.



WILLIAM L. THOMPSON, JR.  
My Comm. Exp. Sept. 11, 1999  
Comm. No. CC 479758  
Bonded thru Picard Ins. Agcy.  
(SEAL)

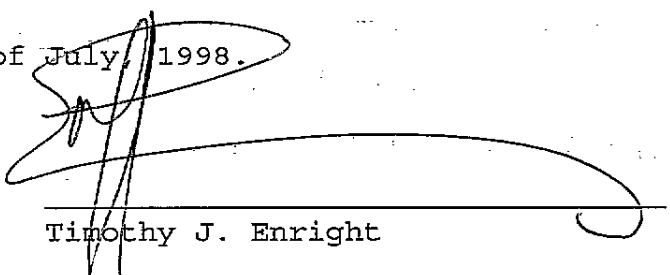
  
Print Name: William L. Thompson, Jr.  
Notary Public, State of Florida  
My Commission expires: 9-11-99  
Commission Number: CC 479758

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
AMERICAN SPORTS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 28 PM 3:16

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon American Sports, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 975 Martin Avenue, Green Cove Springs, Florida 32043.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 27 day of July, 1998.

  
Timothy J. Enright