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ATTORNEYS AT LAW  
COHN, COHN, SINGER  
BIANCO & HENDRIX  
— A PROFESSIONAL ASSOCIATION —

VANESSA NEGRON COHN  
RONALD BRUCE COHN  
GILBERT M. SINGER

JOHN G. BIANCO III  
DAVID S. HENDRIX  
MICHAEL S. TAYLOR

August 3, 1998

Department of State  
Corporate Records Division  
409 East Gaines Street  
Tallahassee, Florida 32301

500002606795--4  
-08/04/98--01048--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation of D & S SPORTS CONCEPTS, INC.

Dear Sir/Madam:

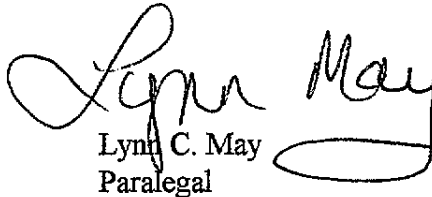
Enclosed are the following:

1. Articles of Incorporation for the above-referenced entity.
2. Check in the amount of \$70.00 to cover your filing fees.

Enclosed you will also find a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Cordially,

COHN, COHN, SINGER,  
BIANCO & HENDRIX, P.A.

  
Lynn C. May  
Paralegal

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/lm

enclosures

EFFECTIVE DATE

8-3-98

ON 8-10-98

## **ARTICLES OF INCORPORATION**

**OF**

**EFFECTIVE DATE**

**D & S SPORTS CONCEPTS, INC.**

8-3-98

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

### **1. NAME**

The name of this corporation is:

**D & S SPORTS CONCEPTS, INC.**

### **2. TERMS OF EXISTENCE**

The date when the corporate existence shall commence shall be the date of the execution of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

### **3. PURPOSE**

The purpose for which this corporation is organized is to transact any and all business for which a corporation may be incorporated under Florida laws, including the ownership and operation of real property.

### **4. CAPITAL STOCK**

The corporation shall have the authority to issue 10,000 shares of common stock, in one class only, each with a par value of \$1.00.

### **5. REGISTERED AGENT AND OFFICE** **PRINCIPAL OFFICE AND ADDRESS**

The registered agent shall be Vanessa N. Cohn, Esquire, and the initial registered office shall be at 705 West Azeele Street, Tampa, Florida 33606. The principal office and mailing address of the Corporation is 12325 S. Orange Blossom Trail, Orlando, Florida 32837.

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## **6. BOARD OF DIRECTORS**

The initial Board of Directors shall have two members whose names and addresses are as follows:

Donald Shortridge: 1833 Putney Circle, Orlando, Florida 32837.

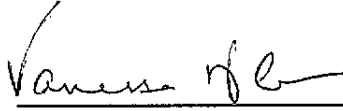
Lou Deleo: 1103 Cypress Gardens Blvd., #3, Winter Haven, Florida 33880.

The number of directors may be raised or lowered by amendment of the bylaws of the Corporation, but shall in no case be less than one.

## **7. INCORPORATOR**

The incorporator of this Corporation is Vanessa N. Cohn, Esquire, whose address is 705 West Azeele Street, Tampa, Florida 33606.

In witness thereof, the undersigned incorporator has executed these Article of Incorporation this August 3, 1998.

  
\_\_\_\_\_  
Vanessa N. Cohn

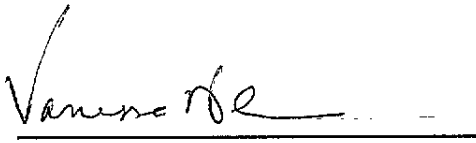
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation for D & S Sports Concepts, Inc. were acknowledged before me this August 3, 1998, by Vanessa N. Cohn, who is personally known to me **OR** has produced a Florida driver's license as identification.

\_\_\_\_\_  
Notary Public - State of Florida at Large  
My commission Expires:

ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for D & S SPORTS CONCEPTS, INC., at 705 West Azeele Street, Tampa, Florida 33606, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.

  
\_\_\_\_\_  
Registered Agent

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TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**

8-3-98