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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: BERGER TENNIS, INC.

AUDIT NUMBER.....H98000014733

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 10, 1998

EMPIRE

SUBJECT: BERGER TENNIS, INC.
REF: W98000018032

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ARTICLES OF INCORPORATION

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OF

BERGER TENNIS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is BERGER TENNIS, INC..

ARTICLE II

This existence of this corporation shall be perpetual unless dissolved according to Florida law. In the event of dissolution of this corporation, all remaining assets of the corporation shall be transferred and delivered according to Florida law.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The address of the principal office of the Corporation is 5821 San Amaro Drive, Coral Gables, Florida 33146.

ARTICLE V

The initial mailing address of this corporation shall be: 5821 San Amaro Drive, Coral Gables, Florida 33146.

This document prepared by:
Lisette Salazar, Esq., Fla Bar No. 0977410
50 West Mashta Dr. #2, Key Biscayne, Fl. 33149

(306) 361-1383

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ARTICLE VI

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VII

The corporation shall be managed by a Board of Directors. The number of Directors, method of election and the method of removal of Directors shall be as provided in the By-laws of the corporation. The initial board of directors shall consist of one member. The name and address of the persons who will serve on the initial board of directors are:

Jay Berger
5821 San Amaro Drive
Coral Gables, Florida 33146.

ARTICLE VIII

The corporation shall have such Officers with such duties as provided in the By-laws.

ARTICLE IX

The By-laws of this corporation may be adopted, altered, amended or repealed by the Directors.

ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in

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accordance with the provisions of the Florida General Corporation Act.

ARTICLE XII

The initial street address of the Corporation's registered office is 5821 San Amaro Drive, Coral Gables, Florida 33146. The initial registered agent for the Corporation at that address is Jay Berger.

ARTICLE XIII

The names and street address of the person signing these articles of incorporation is:

Jay Berger
5821 San Amaro Drive
Coral Gables, Florida 33146

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of August, 1998.

[Signature]
Jay Berger

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BERGER TENNIS, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

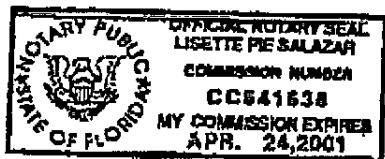
[Signature]
Jay Berger

STATE OF FLORIDA, COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 6th day of August, 1998 by Jay Berger, who is personally known to me or who has produced Driver's License as identification and did not take an oath.

My Commission Expires:

[Signature]
Notary Public, State of Florida



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