

P 98 0060 77420

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4550 MONTGOMERY AVENUE  
BETHESDA, MARYLAND 20814  
(301) 951-1500  
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FILED  
98 SEP - 11 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
951-1505  
WRITER'S DIRECT NUMBER

July 23, 1998

Division of Corporations  
Department of State  
409E Gaines Street  
Tallahassee, Florida 32399

300002601413--1  
-07/29/98--01053--001  
\*\*\*122.50 \*\*\*122.50

Re: Premier Sports and Entertainment, Inc.  
Our File No. 16427

Gentlemen:

I enclose for filing Articles of Incorporation on behalf of the above Corporation, along with our check in the amount of \$122.50 for the filing fee.

Please call me if you have any questions or if additional information is requested.

Sincerely yours,

*Bolly S. Sampson*  
Bolly S. Sampson  
Corporate Paralegal

PSS

Enclosures

F. CHESSEB SEP 8 1998

~~19513~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 3, 1998

POLLY S SAMPSON CORPORATE PARALEGAL  
4550 MONTGOMERY AVE  
BECHESDA, MD 20814

SUBJECT: PREMIER SPORTS AND ENTERTAINMENT, INC.  
Ref. Number: W98000017515

98 SEP -4 AM 10: 14  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We have received your document for PREMIER SPORTS AND ENTERTAINMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 798A00040456

**ARTICLES OF INCORPORATION  
OF  
SBA SPORTS COM, INC.**

**FILED**  
98 SEP -4 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of SBA Sports, Com, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation is: SBA SPORTS COM, INC.

**ARTICLE II - COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence at such time as these Articles of Incorporation are accepted by the Florida Secretary of State.

**ARTICLE III - DURATION**

The duration of the Corporation will be perpetual.

**ARTICLE IV - PURPOSE**

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares of that the Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal and initial registered office of the Corporation is 690 Osceola Avenue, #502, Winter Park, Florida 32789, and the name of the Corporation's initial registered agent at that address is Suzanne Abrams.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The initial directors of the

Corporation shall be Suzanne Abrams, Stanley D. Abrams and Patricia D. Abrams who shall serve in such capacity until the first annual meeting of the stockholders, or until their successors are duly elected and qualified.

**ARTICLE VIII - INCORPORATOR**

The name and street address of the incorporator is:

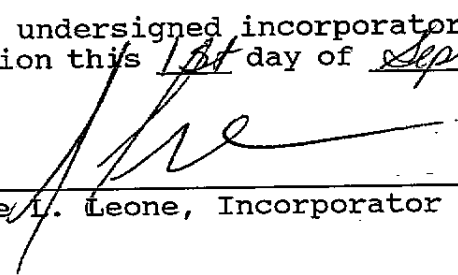
<u>Name</u>	<u>Address</u>
Joe L. Leone, Esq.	West & Feinberg, P.C. 4550 Montgomery Avenue Suite 775N Bethesda, Maryland 20814

**ARTICLE IX - INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as Officers or Directors of the Corporation, and each person who serves at the request of the Corporation as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

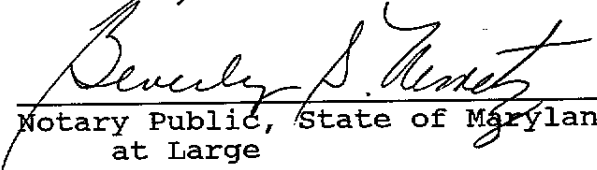
**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 1st day of September, 1998.

  
\_\_\_\_\_  
Joe L. Leone, Incorporator

STATE OF MARYLAND                    )  
  )    SS:  
COUNTY OF MONTGOMERY            )

Before me, the undersigned authority, personally appeared Joe L. Leone, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me, that he executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Bethesda, Montgomery County, Maryland this 1st day of September, 1998.

  
\_\_\_\_\_  
Notary Public, State of Maryland  
at Large

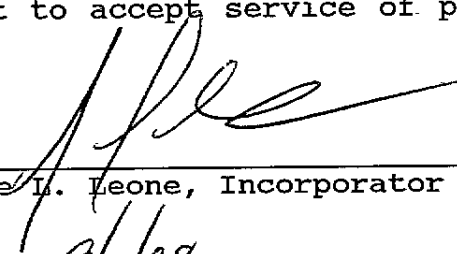
My Commission Expires: 3/1/02

SM16427ART.INC

**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:

That SBA Sports Com, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Winter Park, State of Florida, has named Suzanne Abrams as its agent to accept service of process within Florida.

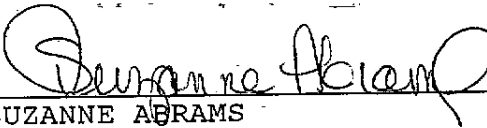
  
\_\_\_\_\_  
Joe L. Leone, Incorporator

9/1/98  
\_\_\_\_\_  
Date

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SBA SPORTS COM, INC. in the foregoing Articles of Incorporation I, on behalf of SBA SPORTS COM, INC. hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of F.S. §607.325.

SUZANNE ABRAMS



SUZANNE ABRAMS

VLLADOCSPREMIER.ART

**FILED**  
98 SEP -14 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA