

TRANSMITTAL LETTER

P480000 92574

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

FILED
98 OCT 30 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: KMR SPORTS + ENTERTAINMENT, INC
(Proposed corporate name - must include suffix)

700002676407--9
-10/30/98--01003--011
*****78.75 *****78.75

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 of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: DARRELL WELLS
Name (Printed or typed)

215 S. Monroe St. Suite 30
Address

TALLAHASSEE, FL 32301
City, State & Zip

888-3768
Daytime Telephone number

RECEIVED
98 OCT 30 AM 8:49
TALLAHASSEE, FLORIDA

W-24660
45

Pickup
10/30/98
mm

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

OCT 30 PM 3:58

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

October 30, 1998

DARRELL WILLS
215 S. MONROE ST., STE. 130
TALLAHASSEE, FL 32301

SUBJECT: KMR SPORTS & ENTERTAINMENT, INC.
Ref. Number: W98000024660

We have received your document for KMR SPORTS & ENTERTAINMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 698A00053233

will wait

ARTICLES OF INCORPORATION
OF
KMR SPORTS & ENTERTAINMENT, INC.

98 OCT 30 PM 4:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be KMR SPORTS & ENTERTAINMENT, INC.

ARTICLE II

The general character of the business to be transacted by this corporation is:

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

To acquire by purchase, lease or otherwise, lands, and interests in lands and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or accepted by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter, or to improve any buildings or other structures, now or hereafter erected on any lands owned, held, or occupied and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improved or unimproved, and any right or interest therein.

To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary of useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state government, territory or country and hold ownership and of such stock exercising all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, each share having no par value. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the directors or stockholders of this corporation at any regular or special meeting.

The corporation may purchase its own shares of capital stock out of unreserved and unrestricted earned surplus available thereto and as otherwise provided by law, or as elsewhere stated in the bylaws. None of the holders of any stock of the corporation now or hereafter authorized shall have pre-emptive rights with respect to such stock. The Corporation shall have first right of refusal on stock of any withdrawing shareholder.

ARTICLE IV

The minimum amount of the capital with which this corporation shall begin business Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of the corporation shall be 215 South Monroe Street, Suite 130, Tallahassee, Florida 32301.

ARTICLE VII

The names and addresses of the officers of this corporation, who, subject to the provisions of the Articles of Incorporation, and bylaws of this corporation, and the laws of Florida, shall hold office for the first year of the corporation's existence, or until successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Harold M. Knowles	President	215 South Monroe Street, Suite 130 Tallahassee, Florida 32301
Roosevelt Randolph	Vice President	215 South Monroe Street, Suite 130 Tallahassee, Florida 32301
John R. Marks, III	Treasurer	215 South Monroe Street, Suite 130 Tallahassee, Florida 32301
Darrell E. Wills	Secretary	215 South Monroe Street, Suite 130 Tallahassee, Florida 32301

ARTICLE VIII

This corporation shall have not more than seven (7) directors who shall be responsible for managing the affairs of the corporation. The initial directors who have been duly qualified and elected in accordance with the corporation's bylaws shall be those persons listed above in Article VII. The directors will be elected at the annual meeting of the corporation.

ARTICLE IX

The name and address of the subscribers of these Articles of Incorporation and the number of shares issued to each is as follows:

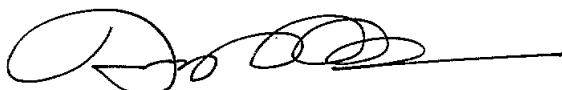
<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Harold M. Knowles	215 South Monroe Street, Suite 130 Tallahassee, Florida 32301	20
Roosevelt Randolph	215 South Monroe Street, Suite 130 Tallahassee, Florida 32301	20
John R. Marks, III	215 South Monroe Street, Suite 130 Tallahassee, Florida 32301	20

ARTICLE X

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

These Articles of Incorporation may be amended in the manner provided in the by-laws of this Corporation.

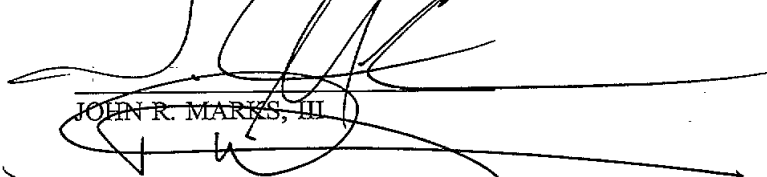
IN WITNESS THEREOF, We, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hands and seals, this 13th day of October, 1998, for the purpose of forming this corporation to do business both within and without the State of Florida, and pursuant to the Corporation Law of the State of Florida, do make and file in the Office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.



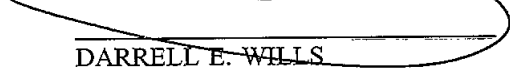
HAROLD M. KNOWLES



ROOSEVELT RANDOLPH



JOHN R. MARKS, III




DARRELL E. WILLS

STATE OF FLORIDA
COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me this 13th day of October, 1998, by Harold M. Knowles, who is personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the State and County last aforesaid, this 13th day of October, 1998.


Signature

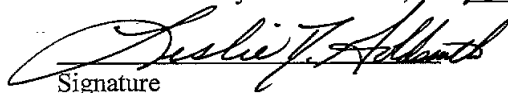
LESLIE D. GOLDSMITH
(PRINT NAME)
NOTARY PUBLIC
MY COMMISSION EXPIRES:



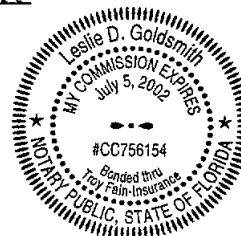
STATE OF FLORIDA
COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me this 13th day of October, 1998, by Roosevelt Randolph, who is personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the State and County last aforesaid, this 13th day of October, 1998.


Signature

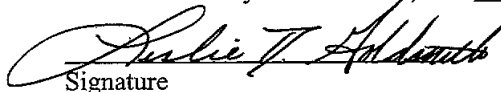
LESLIE D. GOLDSMITH
(PRINT NAME)
NOTARY PUBLIC
MY COMMISSION EXPIRES:



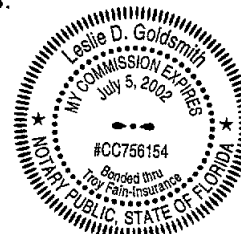
STATE OF FLORIDA
COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me this 13th day of October, 1998, by John R. Marks, III, who is personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the State and County last aforesaid, this 13th day of October, 1998.


Signature

LESLIE D. GOLDSMITH
(PRINT NAME)
NOTARY PUBLIC
MY COMMISSION EXPIRES:



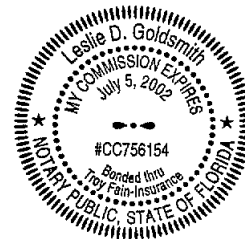
STATE OF FLORIDA
COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me this 22nd day of October, 1998, by Darrell E. Wills, who is personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the State and County last aforesaid, this 22nd day of October, 1998.


Signature

LESLIE D. GOLDSMITH
(PRINT NAME)
NOTARY PUBLIC
MY COMMISSION EXPIRES:



THIS INSTRUMENT PREPARED BY:
Harold M. Knowles, Esq.
Knowles, Marks & Randolph
215 South Monroe Street, Suite 130
Tallahassee, Florida 32301
(850) 222-3768

F:\KMR\DOCS\DARRELL\SPORTS\ARTICLES\INC\9809011dg

**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: KMA SPORTS + ENTERTAINMENT, INC.

2. The name and address of the registered agent and office is:

DANIEL WILLS
(NAME)
215 S. MONROE SUITE 130
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)
TALLAHASSEE, FL. 32301
(CITY/STATE/ZIP)

FILED
98 OCT 30 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

[Signature]
(SIGNATURE)

10/30/98
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314