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SUBJECT:

Nolan's All Sports, Inc.

700002727947--3
-12/31/98--01044--021
*****87.50 *****87.50

ADDITIONAL COPY REQUIRED

FROM:

Terry Nolan
Name (Printed)

Name (Printed or typed)

3556 Docksider Dr. S.

Address

Jacksonville, FL 32257

City, State & Zip

904-721-1188

Daytime Telephone number

98 DEC 31 AM 9: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. BROCK JAN 4 1999

Articles of Incorporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: **Nolan's All Sports, Inc.**

ARTICLE II PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:
**3556 Dockside Drive South
Jacksonville, FL 32257**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **7500**

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

**Terry Nolan
3556 Dockside Drive South
Jacksonville, FL 32257**

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

**Terry Nolan
3556 Dockside Drive South
Jacksonville, FL 32257**

FILED
98 DEC 31 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

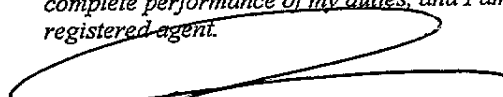


Signature / Incorporator

12/22/98

Date

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 / Registered Agent

12/22/98

Date