

TRANSMITTAL LETTER

P990000012122

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

700002770567--5

-02/09/99--01005--017

\*\*\*\*\*77.00 \*\*\*\*\*77.00

SUBJECT: \_\_\_\_\_

(Proposed corporate name - must include suffix)

EFFECTIVE DATE  
2-1-99

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:

Sylvia Hofsitter / Alexia Banker

Name (Printed or typed)

3875 Park Avenue

Address

Miami, FL 33133

City, State & Zip

305-785-3598 home

Daytime Telephone number

305-669-0337 fax

FILED  
99 FEB -5 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FEB 9 1999

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

Q

**ARTICLES OF INCORPORATION  
OF  
ALL-SPORTS & ENTERTAINMENT, INC.**

**FILED**  
99 FEB -5 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation is ALL-SPORTS & ENTERTAINMENT, INC.

ARTICLE II - BEGINNING OF CORPORATE EXISTENCE

**EFFECTIVE DATE**

2-1-99

The existence of this corporation shall commence on the 1st day of February, 1999, provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence, and shall continue perpetually unless dissolved according to law.

ARTICLE III - PRINCIPAL OFFICE OR MAILING ADDRESS OF CORPORATION

The principal office or mailing address of the corporation shall be 3875 Park Avenue, Miami, Florida 33133.

ARTICLE IV - PURPOSE

The general nature of the business or businesses to be transacted by the corporation is as follows: The transaction of any or all lawful business which corporations may be incorporated under the Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to issue and have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value.

All the aforementioned stock is to be issued fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at the meeting called for such purposes.

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

The street address of the initial registered office of this corporation and the name and street address of the initial registered agent of this corporation at such address are as follows:

<u>Registered Agent</u>	<u>Street Address of Registered Agent and Registered Office</u>
Alexia Banker	3875 Park Avenue, Miami, FL 33133

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a board of Directors of not less than one (1) director, the exact number of Directors to be fixed by the By-Laws of this Corporation. Directors need not be stockholders. The initial Director of this Corporation shall be the incorporator named below who shall hold office until the first meeting of the Incorporators of this Corporation and until the successor Directors are elected and have qualified.

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is Alexia Banker, 3875 Park Avenue, Miami, Florida 33133.

#### ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as officer or Director 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 or her being Director or officer of the Corporation, or by any reason of any action alleged to have been taken or omitted by him or her as a Director or officer. The Corporation shall reimburse each person for all costs, legal and other expenses responsibly incurred by him or her 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 include any other right to which he or she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

The private property of the shareholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its shareholders, and upon dividends due them for any indebtedness to the Corporation of such shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of February, 1999.

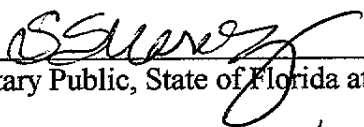
  
ALEXIA BANKER, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ALEXIA BANKER, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 1st  
day of February, 1999.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large  
(SEAL) 2/99

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED AND ACCEPTANCE  
BY REGISTERED AGENT

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0505  
OF THE FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST, THAT ALL-SPORTS & ENTERTAINMENT, INC., A CORPORATION  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI,  
COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED ALEXIA BANKER,  
LOCATED AT 3875 PARK AVENUE, CITY OF MIAMI, STATE OF FLORIDA, AT  
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

By: Alexia Banker  
ALEXIA BANKER  
Title: Incorporator  
Date: 2/1/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V  
OF THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I  
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES  
AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 OF THE  
FLORIDA STATUTES.

By: Alexia Banker  
ALEXIA BANKER  
Title: Registered Agent  
Date 2/1/99

FILED  
99 FEB -5 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA