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HOLDEN & STAMBAUGH, P.A.

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CHARLES R. CHILTON
M. LANCE HOLDEN
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KELLY P. BUTZ
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*Board Certified Civil Trial Lawyer
*Board Certified Business Litigation Lawyer
By The Florida Bar
**Admitted In Florida And Colorado

ATTORNEYS



99 SIXTH STREET, S.W.
WINTER HAVEN, FLORIDA 33880
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Reply To:
P.O. BOX 9498
WINTER HAVEN, FL 33883-9498

March 8, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

500002800925-1
-03/10/99--01072--002
*****78.75 *****78.75

Re: VISIBILITY SPORTS MARKETING, Inc.

Dear Sir:

Enclosed herewith for filing are Articles of Incorporation and Resident Agent Form for the above corporation. A copy of the Articles is also enclosed to be certified.

We enclose herewith our check in the amount of \$78.75 which represents the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Resident Agent Form	35.00

Thank you for your cooperation in this matter.

Very truly yours,

ROBERT J. STAMBAUGH

RJS/jsr
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 10 AM 11:57

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D. BROWN MAR 15 1999

**ARTICLES OF INCORPORATION
OF
VISIBILITY SPORTS MARKETING, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 10 AM 11:57

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 is **VISIBILITY SPORTS MARKETING, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 452 Lake Daisy Drive, Winter Haven, FL 33884.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation will have one class of stock and is authorized to have outstanding 10,000 shares (with a par value of \$1.00 per share) at any one time. The one class of stock has unlimited voting rights and, upon dissolution, is entitled to receive the net assets of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 99 Sixth Street, S. W., Winter Haven, FL 33880, and the name of the initial registered agent of this corporation at that address is ROBERT J. STAMBAUGH.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation, which shall consist of one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the Director is:

Mark Alan Jackson
452 Lake Daisy Drive
Winter Haven, FL 33884

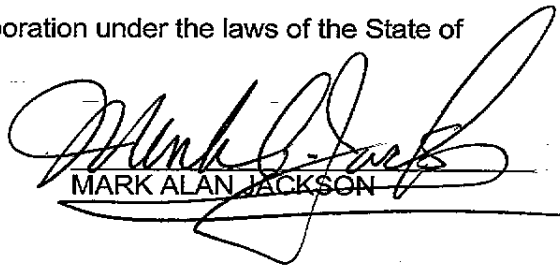
ARTICLE VII - INCORPORATORS

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

Mark Alan Jackson
452 Lake Daisy Drive
Winter Haven, FL 33884

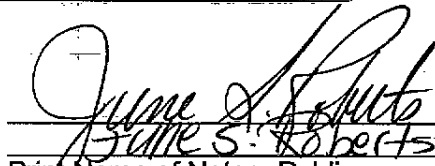
The original incorporator of this corporation may sell, exchange, assign, or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, all current Directors, if any, shall thereupon expire and a new election shall be called and held by the transferees for the election of new Directors to hold office until their successors are elected and qualify thereafter in due course from time to time.

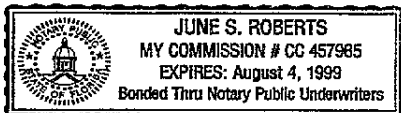
IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 8th day of March, 1999.


MARK ALAN JACKSON

STATE OF FLORIDA
COUNTY OF POLK

The foregoing was acknowledged before me by MARK ALAN JACKSON who is personally known to me, or who produced _____, as identification, this 8th day of March, 1999.


JUNE S. ROBERTS
Print Name of Notary Public
Commission No. CC 457985
My Commission expires: 8/4/99



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 10 AM 11:57


In accordance with Chapter 607.0505, Florida Statutes, the following is submitted in compliance with said Act:

VISIBILITY SPORTS MARKETING, INC. desiring to organize under the laws of the State of Florida, with its principal office in the City of Winter Haven, County of Polk, and State of Florida, has named ROBERT J. STAMBAUGH, 99 Sixth Street, S. W., Winter Haven, Polk County, FL 33880, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated: March 8, 1999.


ROBERT J. STAMBAUGH