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TRANSMITTAL LETTER

99 MAR 26 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

600002820046--1

-03/26/99 -01078--003

122.50 **78.75

SUBJECT: Sports & Hospitality International, Inc.

I enclose an original and 1 copy of the Articles of Incorporation
and original Certificate of Designation of Registered Agent
for the above corporation and a check in the amount of \$122.50.

SIGNED:



From:

Mr. Peter Billingham
Billingham Associates, Inc.
905 E. M. L. King Drive, Suite 610
Tarpon Springs, FL 34689
Telephone 813-937-9246

PH
3/31/99✓

Art-corp

ARTICLES OF INCORPORATION OF

Sports & Hospitality International, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: Sports & Hospitality International, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation:

Place of Business: c/o Billingham Associates, Inc.
905 E. M. L. King Drive, Suite 610
Tarpon Springs, FL 34689

Mailing Address: c/o Tri-State Service Co.
400 Main Street, Suite 711
Stamford, CT 06901

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 800.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Mr. Peter Billingham
Billingham Associates, Inc.
905 E. M. L. King Drive, Suite 610
Tarpon Springs, FL 34689

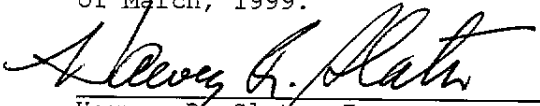
ARTICLE V INCORPORATOR

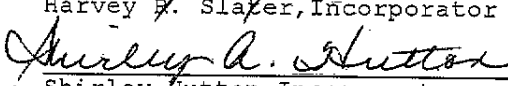
The name and address of the incorporators to these Articles of Incorporation:

Harvey R. Slater
1 Country Road
Westport, CT 06880

Shirley Hutton
4715 Baldwin Manor Rd.
Pittsburgh, PA 15227

The undersigned has executed these Articles of Incorporation this 25th day of March, 1999.


Harvey R. Slater, Incorporator


Shirley Hutton, Incorporator

Agent

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

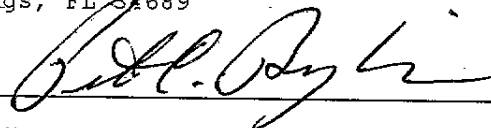
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Sports & Hospitality International, Inc.

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

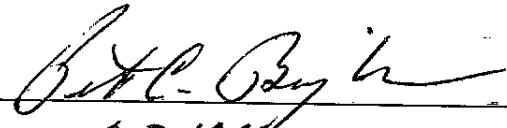
Mr. Peter Billingham
Billingham Associates, Inc.
905 E. M. L. King Drive, Suite 610
Tarpon Springs, FL 34689

Signature: 

Title: Registered Agent

Date: MARCH 25, 1999

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: 

Date: MARCH 25, 1999