

LAW OFFICES OF  
FERGESON, SKIPPER, SHAW, KEYSER, BARON & TIRABASSI, P.A.

DOUGLAS R. BALD (1) (5)  
DAVID J. BARON (1)  
JAMES O. FERGESON, JR. (2)  
RICHARD R. GANS (4)  
STEPHEN B. KEYSER (3)  
DAVID S. MAGLICH (1) (6)  
MATTHEW B. MAYPER  
ANDREW SHAW  
J. RONALD SKIPPER (4)  
E. RALPH TIRABASSI (3)

1515 RINGLING BOULEVARD, SUITE 1000  
SARASOTA, FLORIDA 34236  
MAILING ADDRESS:  
P. O. BOX 3018  
SARASOTA, FLORIDA 34230  
TELEPHONE (941) 957-1900  
TELEFAX (941) 957-1800  
fsskbt@worldnet.att.net  
rgans@fsskbt.com

LONGBOAT KEY OFFICE:  
544 BAY ISLES ROAD  
LONGBOAT KEY, FLORIDA 34228  
PORT CHARLOTTE OFFICE:  
18401 MURDOCK CIRCLE  
PORT CHARLOTTE, FLORIDA 33948

(1) BOARD CERTIFIED CIVIL TRIAL LAWYER  
(2) BOARD CERTIFIED TAX LAWYER  
(3) BOARD CERTIFIED REAL ESTATE LAWYER  
(4) BOARD CERTIFIED WILLS, TRUSTS  
AND ESTATES LAWYER  
(5) BOARD CERTIFIED APPELLATE LAWYER  
(6) BOARD CERTIFIED BUSINESS  
LITIGATION LAWYER

April 22, 1999

P99000039102  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

000002851810--8  
-04/26/99-01104--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation/Sportz Freak, Inc.  
File No. 8439/15472

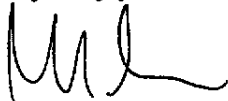
Gentlemen:

I am enclosing an original and a copy of Articles of Incorporation for the above-named corporation, along with this firm's check in the amount of \$70.00 to cover the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a copy to the undersigned.

Your prompt attention to this matter would be greatly appreciated.

Very truly yours,



Richard R. Gans

RRG/ghf  
Enclosure  
210579

FILED  
99 APR 26 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH APR 29 1999

ARTICLES OF INCORPORATION

OF

SPORTZ FREAK, INC.

FILED  
99 APR 26 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to the articles of incorporation, who is a natural person competent contract, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I.

Name

The name of this corporation is SPORTZ FREAK, INC. The mailing address of the corporation is 5826 Covington Way, Sarasota, Florida 34232.

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be the date of filing of these articles with the Department of State, and the corporation shall have perpetual existence thereafter.

ARTICLE III.

Nature of Business

This corporation is organized to engage in any and all lawful businesses.

ARTICLE IV.

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by

causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V.

##### Capital Stock

This corporation is authorized to issue ONE THOUSAND (1000) shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

#### ARTICLE VI.

##### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5826 Covington Way,

Sarasota, Florida 34232, and the name of its initial registered agent at such address is David W. Gaul.

#### ARTICLE VII.

##### Directors

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation, who shall serve until his successor(s) is or are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
David W. Gaul	5826 Covington Way Sarasota, FL 34232

#### ARTICLE VIII.

##### Subscriber

The name and street address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
David W. Gaul	5826 Covington Way Sarasota, FL 34232

#### ARTICLE IX.

##### Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X.

Indemnification

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors

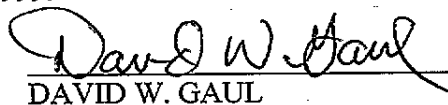
The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on 21 April, 1999.

  
\_\_\_\_\_  
DAVID W. GAUL

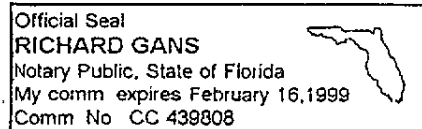
STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on April 21, 1999, by DAVID W. GAUL who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

*Richard Gans*

(Name \_\_\_\_\_)  
Notary Public  
Serial Number (if any) \_\_\_\_\_  
Commission Expiration Date \_\_\_\_\_



210280

Acceptance of Registered Agent

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations provided for in §607.0505 of the Florida Statutes.



DAVID W. GAUL  
Registered Agent

FILED  
99 APR 26 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA