

P 99000066022  
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**SIMMONS & CLYNE, P.A.**

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Coral Gables, FL 33134  
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PLEASE REPLY TO: Port St. Lucie

July 14, 1999

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**IN RE: A-PLUS SPORTS, INC.**


Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed for the filing fee, certification fee and status report.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,

**SIMMONS & CLYNE, P.A.**

  
Evet L. Simmons, Esquire  
For the Firm

ELS/

Enclosures

PH  
7/26/99 ✓

**ARTICLES OF INCORPORATION  
OF  
A-PLUS SPORTS, INC.**

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99 JUL 19 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural persons, acting as Incorporators for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

***I***

***Name of Corporation, Principal Office and Mailing Address***

The name of this Corporation shall be A-Plus Sports, Inc., The principal office of this Corporation shall be 1255 S. W. Bent Pine Cove, Port St. Lucie, Florida, 34986. The mailing address of this Corporation shall be the same.

***II***

***Purposes***

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

The Corporation may transact any and all lawful business for which Corporation may be incorporated under Florida General Corporation Act.

To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

***III***

***Shares***

A. The maximum number of voting shares this Corporation is authorized to issue is 10,000,

par value \$ 1.00 per share, all of which shall be common shares, all common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share in all matters on which shareholders have the right to vote.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

#### *IV Duration*

The Corporation shall have perpetual existence.

#### *V Registered Agent*

The address of this Corporation's initial registered office is 1255 S. W. Bent Pine Cove, Port St. Lucie, FL 34986 and the name of its initial Registered Agent at said address is Robert J. Majewski.

#### *VI Incorporator*

The name and addresses of the Incorporator is as follows:

Robert J. Majewski  
1255 S. W. Bent Pine Cove  
Port St. Lucie, FL 34986

#### *VII Board of Directors*

The Corporation shall have a Board of Directors consisting of two (2) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders. The names and addresses of the initial Directors of this Corporation are:

Robert J. Majewski,  
1255 S. W. Bent Pine Cove,  
Port St. Lucie, FL 34986

Patricia A. Majewski,  
1255 S. W. Bent Pine Cove  
Port St. Lucie, FL 34986

***VIII***  
***Informal Shareholder Action***

Any action of the Shareholders may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

***IX***  
***Informal Director Action***

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

***X***  
***Indemnification***

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

***XI***  
***Bylaws***

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the Board, by an

affirmative vote of a majority of all the Board members present in person or by proxy.

*In Witness Whereof*, the undersigned Incorporators have executed these Articles of Incorporation this 14th day of July, 1999.

By: \_\_\_\_\_

ROBERT J. MAJEWSKI

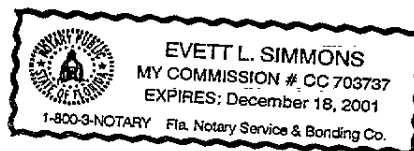
*State of Florida*  
*County of St. Lucie*

*The Foregoing Instrument* as acknowledged before me this 14th day of July 1999 by ROBERT J. MAJEWSKI after producing a driver's license \_\_\_\_\_ is known to be the person who executed the foregoing Articles of Incorporation, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

*In Witness Whereof*, I have hereunto set my hand and seal this 14th day of July 1999.

\_\_\_\_\_  
NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:

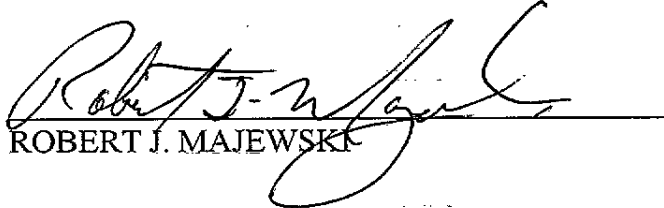


CERTIFICATE DESIGNATING PLACES OF BUSINESS  
OR DOMICILE FOR THE SERVICES OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

FILED  
99 JUL 19 PM 3: 09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance  
with said Act:

That A-PLUS SPORTS, INC., a Corporation for Profit, has named ROBERT J.  
MAJEWSKI, 1255 SW Bent Pine Cove, Port St. Lucie, Florida 34986, as its agent to accept  
service of process within this state. Having been named to accept service of process for the above  
Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and  
agree to comply with the provisions of said Act relative to keeping open said office.

  
ROBERT J. MAJEWSKI

015A-LUSSPORTSARTICLES