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ACCOUNT NO. : 072100000032

REFERENCE : 329966 82572A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 4, 1999

ORDER TIME : 11:48 AM

ORDER NO. : 329966-005

CUSTOMER NO: 82572A

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-08/04/99--01069--024

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

CUSTOMER: Stephen C. Watson, Esq  
HAHN MCCLURG WATSON GRIFFITH &  
HAHN MCCLURG WATSON GRIFFITH &  
101 S. Florida Avenue

Lakeland, FL 33801

DOMESTIC FILING

NAME: J & M SPORTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG -4 PM 1:58

RECEIVED  
99 AUG -4 PM 1:02  
LEGISLATIVE SERVICES  
INVESTIGATIONS  
TELEPHONE DIVISION

**ARTICLES OF INCORPORATION**  
**OF**  
**J & M SPORTS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE I. NAME**

The name of this corporation shall be J & M SPORTS, INC.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of marketing of sports memorabilia and other related activities and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 1,500 \$5.00 par value shares of common capital stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Articles Of Incorporation Of  
J & M SPORTS, INC.

## **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy  
Of Which Is On File At This Corporation's Principal Office."

## **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

John A. Chesney  
4303 David Crum Lane  
Lakeland, FL 33813

Marc Morin  
5816 Auvers Boulevard, #104  
Orlando, FL 32807

Articles Of Incorporation Of  
J & M SPORTS, INC.

#### **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office shall be:

4303 David Crum Lane  
Lakeland, FL 33813

The name of the individual who shall serve as this corporation's initial registered agent and the address of this corporation's initial registered office shall be:

Stephen C. Watson  
101 South Florida Avenue  
P. O. Box 38  
Lakeland, FL 33802-0038

#### **ARTICLE X. INCORPORATOR**

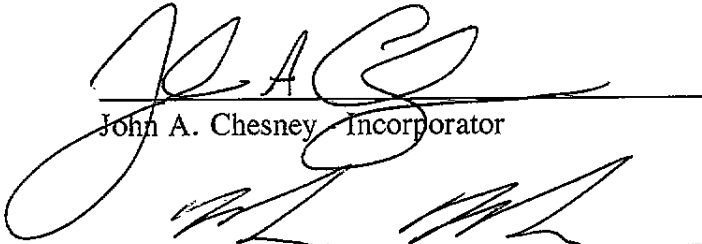
The names and addresses of the individuals who shall serve as this corporation's incorporators are:

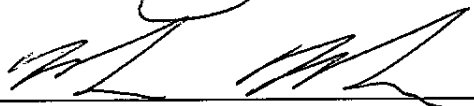
John A. Chesney  
4303 David Crum Lane  
Lakeland, FL 33813

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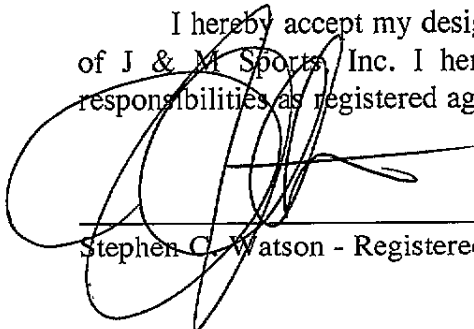
**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
\_\_\_\_\_  
John A. Chesney - Incorporator

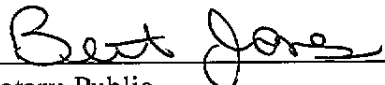
  
\_\_\_\_\_  
Marc Morin - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of J & M Sports, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for J & M Sports, Inc.

  
\_\_\_\_\_  
Stephen C. Watson - Registered Agent

State Of Florida  
County Of Polk

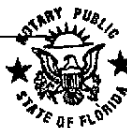
On July 30, 1999, Stephen C. Watson, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of J & M Sports, Inc.

  
\_\_\_\_\_  
Notary Public

Beth Jones  
\_\_\_\_\_  
(Printed Or Typed Name)

Commission Expiration Date:

Commission Number:



Beth Jones  
My Commission CC573523  
Expires Jul. 30, 2000

Articles Of Incorporation Of  
J & M SPORTS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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