

Barbieri & Screnci PA *Attorneys at Law*

FRANK A. BARBIERI, JR. †
STEPHEN W. SCRENCI †
TODD B. WEPRIN
STEVEN C. RUBINO

FRANK C. CORSO †
OF COUNSEL

† ADMITTED TO FLORIDA AND OHIO BARS

† ADMITTED TO FLORIDA AND MASSACHUSETTS BARS

† ADMITTED TO MASSACHUSETTS BAR ONLY

Florida Office
3200 N. Military Trail
Suite 200
Boca Raton, FL 33431

Tel. (561) 997-5700
Fax (561) 997-8737

Massachusetts Office
15 Courts Square
Boston, MA 02108

Tel. (617) 227-0011
Fax (617) 723-2032

99000069397

July 29, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

800002946338--9
-07/30/99--01088--004
*****78.75 *****78.75

Re: New Body, Inc. and ~~State Sports Group, Inc.~~

Dear Division of Corporations:

Enclosed please find the originals and one photocopy of the Articles of Incorporation for the above-referenced corporations along with separate checks for each corporation in the amounts of \$78.75 to cover filing fees. After filing, kindly return a certified copy of each of these Articles to the above address

In the event you have any questions, kindly contact the undersigned.

Very truly yours,

BARBIERI & SCRENCI, P.A.



Stephen W. Screnci
For the Firm

SWS:xa
Enclosures

FILED
99 JUL 30 AM 8:46
TALLAHASSEE, FLORIDA

D. BROWN AUG - 5 1999

Articles of Incorporation of For Pro Sports Group, Inc.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be **For Pro Sports Group, Inc.**

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV PRINCIPAL ADDRESS AND REGISTERED OFFICE AND ADDRESS

The principal address and the initial registered office of the corporation is **3200 N. Military Trail, Suite 200, Boca Raton, Florida 33431** and the name of the initial registered agent of the corporation at that office is **Stephen W. Screnci**.

FILED
99 JUL 30 AM 8:46
HALL COUNTY CLERK
FLORIDA

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE VII
PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VIII
BOARD OF DIRECTORS & DESIGNATION OF INITIAL DIRECTOR

The name and address of the initial director of the corporation is **Ira Martin of 3200 N. Military Trail, Suite 202, Boca Raton, Florida 33431.**

ARTICLE IX
BY-LAWS

The initial By-Laws of the corporation shall be adopted by vote of the directors of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws.

ARTICLE X
SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is **Ira Martin of 3200 N. Military Trail, Suite 202, Boca Raton, Florida 33431.**


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 29th day of July, 1999.



Ira Martin

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Stephen W. Screnci, Registered Agent

99 JUL 30 AM 8:46

FILED

BOCA RATON, FLORIDA

K:\Martin 8907413 For Pro Sports Group, Inc.CO (Incorporation)\Articles of Incorporation

Barbieri & Screnci, P.A.
Attorneys at Law
3200 N. Military Trail
Suite 200
Boca Raton, FL 33431
(561) 997-5700