

TRANSMITTAL LETTER

P99000076568

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
99 AUG 23 PM 6:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

30000286613-3
-08/23/99-01093-008
*****70.00 *****70.00

SUBJECT: Sport Camps USA, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Timothy J. Arrington
Name (Printed or typed)

,4998 53rd Way North
Address

St. Petersburg, Florida 33709
City, State & Zip

727-527-1542
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
Sport Camps USA, Inc.

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The subscriber hereof, being sui juris and a citizen of the State of Florida, hereby adopts these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of this Corporation is Sport Camps USA, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:
4998 53rd Way North St. Petersburg, Florida, 33709

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock which shall be designated "Common Shares."

ARTICLE IV - INITIAL REGISTER AGENT AND ADDRESS

The street address of the initial register office of this Corporation is 4998 53rd Way North St. Petersburg, Florida 33709. The Registered Agent at such address is Timothy J. Arrington.

ARTICLE V - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:
Timothy J. Arrington of 4998 53rd Way North St. Petersburg, Florida 33709.

**ARTICLE VI - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

Unless and until these articles may be amended, there shall be only one class of stock which shall be the common shares, among which there shall be no preference. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of outstanding common

shares. Each common share shall carry one vote and prorata entitlement to distribution of dividends when and as declared by the Board of Directors and shall carry cumulative voting rights.

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 already holds, shall have the right to purchase his prorata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one and no decrease shall have the effect of shortening the term of any incumbent Director. The names and addresses of the Directors of this Corporation are:, Timothy J. Arrington, 4998 53rd Way North St. Petersburg, Florida 33709, and Raymond McAllister, 1030 53rd Ave. North St. Petersburg, Fl 33703.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend and repeal Bylaws shall be vested in the board of directors and common shareholders. In the event of conflict between action of directors and shareholders as to bylaws, action of shareholders shall control.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles, or any amendment thereto, every right conferred on shareholders being subject to this reservation.

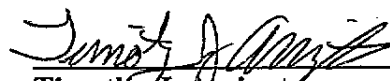
ARTICLE XI - DURATION

This corporation shall have perpetual existence beginning on the date of these articles; or is not filed by the Secretary of State within five day thereafter, the beginning on the date of such filing.

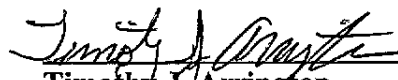
ARTICLE XII - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

The undersigned Incorporator has executed these Articles of Incorporation this 18th day of August 1999.

 8-18-99
Timothy J. Arrington Date
(Incorporator)

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.

 8-18-99
Timothy J. Arrington Date
(Registered Agent)

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