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**LAW OFFICES OF JOURNEY L. BEARD**

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BOCA RATON, FLORIDA 33432

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August 30, 1999

Division of Corporations  
Attn: New Business Incorporations  
P.O. Box 6327  
Tallahassee, FL 32314

800002976838--J  
-09/02/99--01046--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75


**RE: Incorporation of MSD Sports, Inc.**

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation to be filed on behalf of MSD Sports, Inc. Also enclosed is a check written to the Florida Department of State in the amount of \$78.75 for the filing fees and a certified copy of the above referenced Articles.

Accordingly, please file the Articles upon receipt of this correspondence, and return a certified copy to this office. If you have any questions, please contact me at (954) 462-1313.

Sincerely,

  
Journey L. Beard, Esq.

JLB/mab  
Enclosure

*Please Respond to Fort Lauderdale Office*

FILED  
99 SEP -2 AM 7:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6  
T BROWN SEP - 9 1999

ARTICLES OF INCORPORATION

of

MSD SPORTS, INC.

**FILED**  
99 SEP -2 AM 7:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, of legal age, hereby forms this corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation shall be: MSD SPORTS, INC.

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, including but not limited to, any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding any one time is one hundred (100) shares of common stock.

**Prepared By:**

Journey L. Beard, Esq.  
Law Offices of Journey L. Beard  
1975 East Sunrise Boulevard, 5th Floor  
Fort Lauderdale, Florida 33304  
(954) 462-1313  
FL Bar No. 134333

#### ARTICLE IV

##### CORPORATE EXISTENCE

This corporation shall exist perpetually, unless sooner dissolved according to law.

#### ARTICLE V

##### PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 6337 Stirling Road, Davie, Florida, 33314, with the privilege of having branch offices at other places within or without the State of Florida.

#### ARTICLE VI

##### REGISTERED AGENT

The name and street address of the Registered Agent of the corporation are:

Name: Journey L. Beard, Esq.  
Registered Office: 1975 East Sunrise Boulevard  
5th Floor  
Fort Lauderdale, Florida 33304

#### ARTICLE VII

##### NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) nor more than the number specified in the Bylaws of the corporation.

#### ARTICLE VIII

##### DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and Bylaws of the corporation, shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified, are:

Name and Address:

Thomas E. Vayne, Jr.  
6337 Stirling Road  
Sunrise, Florida 33314

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

Name and Address:

Thomas E. Vayne, Jr.  
4325 Reflections Boulevard North  
Apartment 205  
Sunrise, Florida 33351

ARTICLE X

OTHER PROVISIONS

The Directors of this corporation shall have the power to make or amend the Bylaws and to fix any amount to be reserved for working capital.

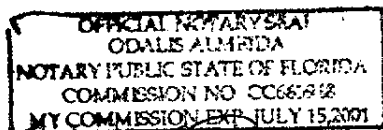
The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.


IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation on this 20<sup>th</sup> day of AUGUST, 1999.

  
INCORPORATOR

(SEAL)

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

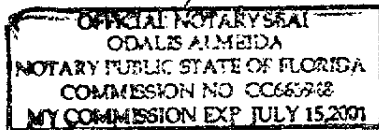


 (as produced)

The foregoing instrument was acknowledged before me on this 26 day of August, 1999, by MSD SPORTS, INC.

My Commission Expires:

7/15/01



  
NOTARY PUBLIC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

JOURNEY L. BEARD, ESQ.

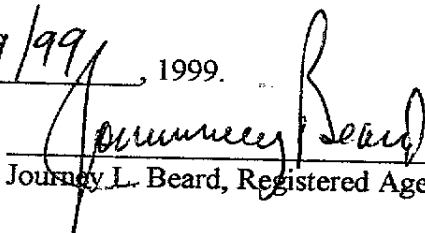
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said Act:

That MSD SPORTS, INC. , qualified to do business under the laws of the State of  
Florida, with its principal office at 6337 Stirling Road, Sunrise, Florida 33314, County of  
Broward, State of Florida, has appointed Journey L. Beard, Esq., whose address is 1975  
East Sunrise Boulevard, 5th Floor, Fort Lauderdale, Florida, 33304, as its agent to accept  
service of process within this State.

ACKNOWLEDGMENT OF APPOINTMENT

Having been named to accept service of process for the above stated corporation,  
at place designated in this Certificate, I hereby accept to act in this capacity and agree to  
comply with the provision of said Act relative to keeping open said office.

Dated: 8/29/99, 1999.

  
Journey L. Beard, Registered Agent

FILED  
99 SEP -2 AM 7:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA