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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Elite Players, Inc.

100002974441--3

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*****78.75 *****78.75

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP -8 AM 9:19

RECEIVED

99 AUG 31 AM 9:47

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W99-20167

Signature

Requested by:

Name

8/31 9:18

Date

Time

Walk-In

Will Pick Up

8/9/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -8 AM 9:19

August 31, 1999

CAPITAL CONNECTION, INC.

SUBJECT: ELITE PLAYERS, INC.
Ref. Number: W99000020167

We have received your document for ELITE PLAYERS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 499A00043372

RECEIVED
99 SEP 8 PM 2:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
COR

ARTICLES OF INCORPORATION

OF

ELITE PLAYERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -8 AM 9:19

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

ARTICLE I - NAME

The name of the corporation shall be Elite Players, Inc. The principal place of business of this corporation shall be 1417 Gulf Stream Circle #303, Brandon, Florida 33511.

ARTICLE II - NATURE OF BUSINESS

The purpose of this corporation is to engage in every phase and aspect of the business of sports training. This corporation may also engage or transact in any or all lawful activities or business 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 of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS

The street address of the initial office of the corporation shall be 1417 Gulf Stream Circle #303, Brandon, Florida 33511 and the name of the initial registered agent is Jeffrey A. Carlson.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

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 pro rata share thereof at the price at which it is offered to others.

ARTICLE VI - DIRECTORS

This corporation shall have one officer initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

President: Jeffrey A. Carlson, 1417 Gulf Stream Circle, #303, Brandon, Florida 33511

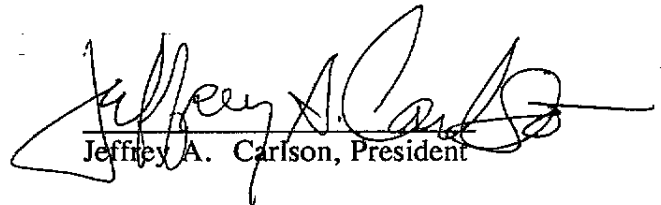
ARTICLE VII - INCORPORATOR

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

Jeffrey A. Carlson, 1417 Gulf Stream Circle, #303, Brandon, Florida 33511.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this

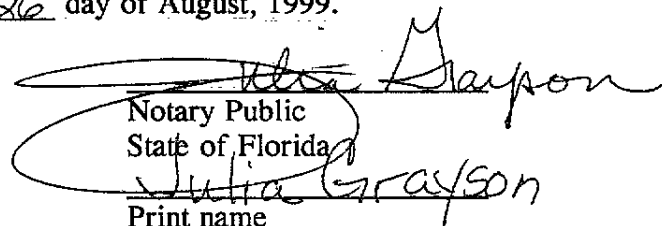
26th day of August, 1999.


Jeffrey A. Carlson, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared JEFFREY A. CARLSON, who is personally known to me and upon oath duly sworn, deposes and says that he is the individual referred to in and who executed the foregoing Articles of Incorporation and that he did so freely and voluntarily.

Sworn to and subscribed before me this 26th day of August, 1999.


Notary Public
State of Florida
Julia Grayson
Print name

My Commission Expires:



Julia Grayson
My Commission CC600801
Expires November 11, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: ELITE PLAYERS, INC.

2. The name and street address of the registered agent and office is: JEFFREY A. CARLSON
1417 GULF STREAM CIRCLE #303
BRANDON, FLORIDA 33511

HAVE 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.


JEFFREY A. CARLSON