

DAVID 8/2/99

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PLEASE REPLY TO: Port St. Lucie

September 9, 1999

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

800002985328--2
-09/13/99-01107-007
*****78.75 *****78.75

Re: Articles of Incorporation for ManagementOne Sports, Inc.

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for ManagementOne Sports, Inc., along with a check in the amount of \$78.75.

If after your review, you have any questions or require additional information, please do not hesitate to let me know. Thank you for your attention to this matter. I am

Very truly yours,


Padrick A. Pinkney

PAP/cl

Enclosure

FILED
99 SEP 13 PM 6:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MANAGEMENTONE SPORTS, INC.**

FILED
99 SEP 13 PM 6:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, acting as Incorporators for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be ManagementOne Sports, Inc. The principal office of this Corporation shall be 4207 Quill Circle, Lake Worth, Florida 33467. The mailing address of this Corporation shall be the same.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render such services in the State of Florida.

III

Capital Stock

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be One thousand (1000) shares of common stock at one dollar (\$1.00) par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV

Duration

The Corporation shall have perpetual existence.

V

Registered Agent

The address of this Corporation's initial registered agent's office is 145 NW Central Park Plaza, Suite 200, Port St. Lucie, Florida 34986 and the name of its initial Registered Agent at said address is Padrick A. Pinkney.

VI

Incorporator

The names and addresses of the Incorporators are as follows:

| | |
|----------------------|----------------------|
| Rafael Ovalles | Vanderlyn Ovalles |
| 4207 Quill Circle | 4207 Quill Circle |
| Lake Worth, FL 33467 | Lake Worth, FL 33467 |

VII

Board of Directors

The Corporation shall have an initial Board of Directors consisting of two (2) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders. The names and addresses of the initial Directors of this Corporation are:

Rafael Ovalles
4207 Quill Circle
Lake Worth, FL 33467

Vanderlyn Ovalles
4207 Quill Circle
Lake Worth, FL 33467

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI
Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

In Witness Whereof, the undersigned Incorporators have executed these Articles of Incorporation this 31 day of August 1999.

By: 
RAFAEL OVALLES

By: 
VANDERLYN OVALLES

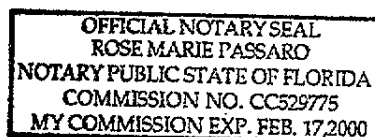
State of Florida
County of Palm Beach

The Foregoing Instrument was acknowledged before me this 31 day of August 1999 by RAFAEL OVALLES after producing Florida Driver's License # 0142-736-63-186-0, is known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 31 day of August 1999.


NOTARY PUBLIC-State of Florida

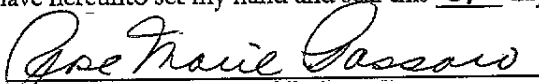
My commission expires:



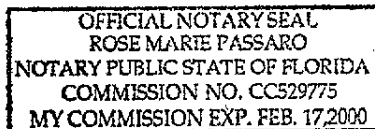
State of Florida
County of Palm Beach

The Foregoing Instrument was acknowledged before me this 31 day of August 1999, by VANDERLYN OVALLES, who after producing Florida Driver's License # 0142-874-64-671-0, is known to be the person who executed the foregoing ARTICLES OF INCORPORATION, as the Incorporator, who acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 31 day of August 1999.


NOTARY PUBLIC-State of Florida

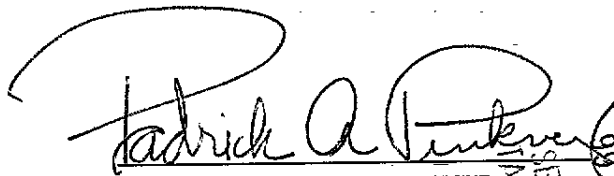
My commission expires:



**CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

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

That ManagementOne Sports, Inc., a Corporation for Profit, has named **PADRICK A. PINKNEY**, 145 NW Central Park Plaza, Suite 200, Port St. Lucie, FL 34986, as its agent to accept service of process within this state. Having been named to accept service of process for the above Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


PADRICK A. PINKNEY
98 SEP 13 PM 6:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA