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August 25, 1999

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

Dear Ms. Secretary of State:

Enclosed is original and one copy of Articles of Incorporation of
Top Sports, Inc.

Also, enclosed is a \$ 122.50 check to cover charter tax, filing
fee, certified copy and resident agents' fee.

Thank you for your attention to this matter.

Sincerely,

Encl.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

TOP SPORTS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I - Name

The name of this corporation is:

TOP SPORTS, INC.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation may engage in any activity of business allowed under the laws of the United States of America and of the State of Florida.

- A) To conduct sports related activities. Including transportation of all kind of merchandise for export and, import. Promote all sports, represent players in contract negotiations and organize sports competitions.
- B) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other States, districts, territories, countries, or colonies.
- C) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- D) In general, to carry on any other business in connection with the foregoing, and to have exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things here in above set forth to the same extend as natural persons might or could do, subject only to the limitations of law.

Article IV - Capital Stock

This corporation is authorized to issue 600 shares of ten dollar and no cents (\$10.00) par value common stock.

Article V - Preferences, Limitations and Relative Rights of Shares of Capital Stock.

Section 1. Rights upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting rights.

Except as otherwise provided bylaw, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI - 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent.

The street address of the initial registered office and principal office of this corporation is:

8316 NW 68 Street
Miami, Florida 33166

Other offices for the transaction of business may be located wherever the Director may deem necessary or expedient. The name of the initial registered resident agent of this corporation at this address is:

Roberto Sabbagh

Article VIII - Initial Board of Directors.

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

Roberto Sabbagh
8316 NW 68 Street
Miami, Florida 33166

Article IX - Incorporator.

The name and address of the person signing these articles is:

Roberto Sabbagh
8316 NW 68 Street
Miami, Fl 33166

Article X - Bylaws.

The powers to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XI - Approval of Shareholders Required for Merger.

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not such approval is required by law.

Article XII. Indemnification.

The corporation shall indemnify any officer or director, to the full extent allowed by law.

Article XIII - Amendment.

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 4 of October of 1999.



Subscriber

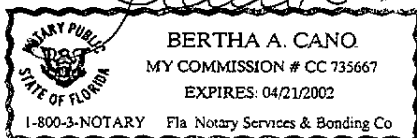
STATE OF FLORIDA)
COUNTY OF DADE) ss

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared:

Roberto Sabbagh.

The foregoing instrument is acknowledged before me this 4th DAY OCTOBER 1999 by Roberto Sabbagh as the person who executed this article of incorporation, and acknowledge before me that he executed the same document for the purpose therein expressed and who did take and oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 4th day of OCTOBER 1999.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

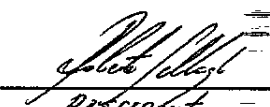
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First, that Roberto Sabbagh

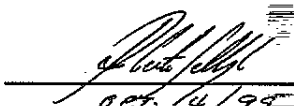
desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida,

has named Roberto Sabbagh
located at 8316 MW 68 Street
City of Miami
State of Florida

as its agent to accept services of process within Florida.

SIGNATURE 
TITLE President
DATE OCT 4/95

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE 
DATE OCT 4/95