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ACCOUNT NO. : 072100000032

REFERENCE : 457063 91189A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 3, 1999

ORDER TIME : 9:53 AM

ORDER NO. : 457063-005

CUSTOMER NO: 91189A

CUSTOMER: Thomas F. Kiesel, Esq  
THOMAS F. KIESEL, ESQ  
THOMAS F. KIESEL, ESQ  
2121 McGregor Boulevard

Fort Myers, FL 33901

DOMESTIC FILING

NAME: SPORTS & SUDS, INC.

8000003033538-16  
-11/03/99-01020-023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

99 NOV -3 11:11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 NOV -3 4:10:50

RECEIVED

11/3/99

APPROVED  
AND  
FILED

ARTICLES OF INCORPORATION - 90 NOV - 3 11:11:18  
OF  
SPORTS & SUDS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is **SPORTS & SUDS, INC.**, and its address is 3580 Evans Ave., Fort Myers, Florida 33901.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

This corporation is authorized to issue 1000 shares of Ten Dollar (\$10.00) par value common stock.

ARTICLE IV

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 V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3580 Evans Ave., Fort Myers, Florida 33901, and the

name of the initial registered agent of this corporation at that address is Wendy Pancoast.

#### ARTICLE VI

##### Initial Board of Directors

This corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than three (3). The name and addresses of the initial director of this corporation who shall hold office, unless otherwise provided in the duly adopted bylaws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM SKINNER	21 Galaxey Way N. Ft. Myers, FL 33903
ELIZABETH SKINNER	21 Galaxey Way N. Ft. Myers, FL 33903
WENDY PANCOAST	3225 E. Riverside Dr., #D-45 Ft. Myers, FL 33916

#### ARTICLE VII

##### Initial Officers

The name and post office address of the President, Vice-President, and Secretary-Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate by-laws, are as follows:

<u>NAME &amp; ADDRESS</u>	<u>OFFICE</u>
WILLIAM SKINNER	PRESIDENT
ELIZABETH SKINNER	VICE PRESIDENT
WENDY PANCOAST	SECRETARY & TREASURER

#### ARTICLE VIII

##### Incorporator

The name(s) and address(es) of the person(s) signing these Articles as subscriber(s) to the corporation, together with the number of shares each agrees to take, are as follows:

<u>NAME &amp; ADDRESS</u>	<u>NUMBER OF SHARES</u>
WILLIAM SKINNER	25
ELIZABETH SKINNER	25
WENDY PANCOAST	50

#### ARTICLE IX

##### By-Laws

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

#### ARTICLE X

##### Meeting by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each member.

ARTICLE XI

Indemnification

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

ARTICLE XII

Compensation

The directors and all other officers of this corporation shall serve without compensation, unless expressly otherwise provided by unanimous vote of the Board of Directors.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision 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 have executed these Articles of Incorporation this 2 day of November, 1999.

William Skinner  
WILLIAM SKINNER, Subscriber

Elizabeth Skinner  
ELIZABETH SKINNER, Subscriber

Wendy M Pancoast  
WENDY PANCOAST, Subscriber

STATE OF FLORIDA

COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 2 day of November, 1999, by WILLIAM SKINNER, who is ( ) personally known to me or who has ( X ) produced FL Drivers License as identification and who ( ) did or ( ) did not take an oath.

Carole L Thompson  
NOTARY PUBLIC

My commission expires:



Carole L. Thompson  
MY COMMISSION # CC868891 EXPIRES  
September 2, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 2 day of November, 1999, by ELIZABETH SKINNER, who is ( ) personally known to me or who has ( X ) produced FL Drivers License as identification and who ( ) did or ( ) did not take an oath.

Carole L Thompson  
NOTARY PUBLIC

My commission expires:



Carole L. Thompson  
MY COMMISSION # CC868891 EXPIRES  
September 2, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 2 day of November, 1999, by WENDY PANCOAST, who is ( ) personally known to me or who has ( X ) produced Fl. Drivers License as identification and who ( ) did or ( ) did not take an oath.

Carole L. Thompson  
NOTARY PUBLIC

My commission expires:



Carole L. Thompson  
MY COMMISSION # CC868891 EXPIRES  
September 2, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

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 this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Wendy M Pancoast  
WENDY PANCOAST, Registered Agent

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APPROVED  
AND  
FILED

09 NOV -3 AM 11:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA