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REFERENCE : 457063	91189A				
AUTHORIZATION:					
COST LIMIT : \$ PPD					
ORDER DATE : November 3, 1999	·				
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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	:• · · · · · · · · · · · · · · · · · · ·		30335 03/39-01 **78.75	U2U~~U2	
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XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNE				<del></del>	=
PLEASE RETURN THE FOLLOWING AS PROO	F OF FILIN	G:	-		
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CONTACT PERSON: Christine Lillich EXAMI	NER'S INIT	TALS: _	AHASSEE-F	99 NOV -3 AMI	

APPROVED FILED

# ARTICLES OF INCORPORATION OF SPORTS & SUDS, INC.

SECRETARY CO 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:

NA	$\mathtt{ME}$

#### ADDRESS

WILLIAM SKINNER

21 Gālaxey Way N. Ft. Myers, FL 33903 21 Galaxey Way

ELIZABETH SKINNER

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:

NAME & ADDRESS

OFFICE

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:

	NAME	δ.	ADDRESS	3
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NUMBER OF SHARES

WILLIAM SKINNER

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 1999.

WILLIAM SKINNER, Subscriber

FIIZABETH SKINNER Subscriber

WENDY PANCOAST, Subscriber

## STATE OF FLORIDA

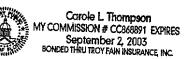
#### COUNTY OF LEE

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 ( ) produced

70 Orugen Remot as identification and who ( ) did or ( ) did not take an oath.

My commission expires:

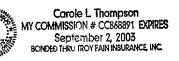


## STATE OF FLORIDA

## COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 2 day of 1999, by ELIZABETH SKINNER, who is ( ) personally known to me or who has ( ) produced 21. Drugger of as identification and who ( ) did or ( ) did not take an oath.

My commission expires:

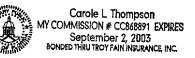


# STATE OF FLORIDA

# 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 ( ) produced
71. Drugo as identification and who ( ) did
or ( ) did not take an oath.
NOTARY PUBLIC

My commission expires:



# ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

Having been named to accept service of process for the abovestated 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 PANCOAST, Registered Agent

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SECRETA DE CASSINE