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DOWNTOWN BUSINESS SERVICES

SECRET
TALLAHASSEE, FLORIDA

August 17, 1995

Secretary of State
Corporation Division of New Filings
P.O. Box 6327
Tallahassee, FL 32314

000001567830
-08/23/95--01076--021
****122.50 ****122.50

Re: ALL SPORTS USA, INC.

To whom it may concern:

Enclosed is an original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of fees as follows:

Filing Fee	\$ 35.00
Designation & Acceptance of Registered Agent ..	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$ 122.50

Please file the enclosed Articles of Incorporation and return the certified copy to the undersigned.

Thank you for your attention in this matter.

Sincerely,

NANCY ARING

NLA/NA
enclosures:

Articles of Incorporation (2)
Check for \$122.50
Stamped Self Addressed Envelope

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SEC. STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ALL SPORTS USA, INC.

ARTICLE I - NAME

The name of this corporation is:

ALL SPORTS USA, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

55 W. Church St., Suite 180
Orlando, Florida 32801

ARTICLE III - GENERAL NATURE

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV - SHARES

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Shahab Siddiqui
8085 Cadiz Ct.
Orlando, FL 32836

ARTICLE VI - DIRECTORS

This corporation shall initially have one (1) directors. The number of directors may be increased from time to time by the by-laws adopted by the stockholders but shall never be less than one. The person named as initial director shall hold office for the first year of the existence of this corporation or until his successor is elected or appointed and has qualified, whichever comes first.

The name of the initial director of this corporation and his street address is:

Shahab Siddiqui
8085 Cadiz Ct.
Orlando, FL 32836

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

Shahab Siddiqui
8085 Cadiz Ct.
Orlando, FL 32836

ARTICLE VIII - TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of the filing of these articles.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Shareholder's Meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - SECTION 1244

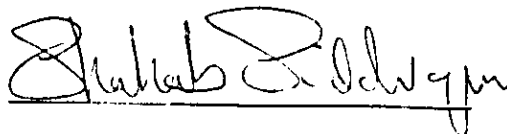
The subscriber desires the corporate stock be issued pursuant to Section 1244 of the Internal Revenue Code and to be taxed as a Subchapter S corporation.

ARTICLE XI - OFFICERS

The name of the officers of the corporation are:

PRESIDENT: Shahab Siddiqui

IN WITNESS WHEREOF the undersigned as incorporator has executed the foregoing Articles on this, the 17th day of August, 1995.



STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this, the 17th day of August, 1995, by Shahab Siddiqui of ALL SPORTS USA, INC., on behalf of the corporation. He is personally known to me and did not take an oath.



NOTARY PUBLIC



STEPHEN PORTLOCK
My Commission CC424206
Expires Dec. 04, 1998
Bonded by HAI
800-422-1555

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ACCEPTANCE OF REGISTERED AGENT 95 AUG 23 PM 4: 25

SEC. OF STATE
TALLAHASSEE, FLORIDA

Having been named in these Articles of Incorporation as Registered Agent to accept service of process for the above named corporation, at the place designated in Article V, the undersigned accepts the designation as Registered Agent and agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Date: Aug 17th 95'

Shahb Siddiqui
Registered Agent

STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this, the 17th day of August, 1995 by Shahb Siddiqui on behalf of the corporation. He is personally known by me and did not take an oath.

Stephen Portle
Notary Public



STEPHEN PORTLE
My Commission C/
Expires Dec. 04, 1997
Bonded by IIAI
800-422-1818