

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-312-8086

901-222-9171  
901-222-9171



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*Stamp:* RECEIVED  
6 JAN 16 AM 33  
DIVISION OF CORPORATIO

REFERENCE : 802352 4311473

AUTHORIZATION :

*Handwritten:* Patricia Poynt

COST LIMIT : • 122.50

ORDER DATE : January 15, 1996

ORDER TIME : 10:37 AM

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ORDER NO. : 802352

CUSTOMER NO: 4311473

CUSTOMER: Marcia Cox, Legal Assistant  
STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

DOMESTIC FILING

NAME: EARTH IN-LINE HOCKEY (USA),  
INC.

FILED  
96 JAN 16 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS:

T. BROWN JAN 16 1996

**ARTICLES OF INCORPORATION  
OF  
EARTH IN-LINE HOCKEY (USA), INC.**

**FILED**  
96 JAN 16 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is EARTH IN-LINE HOCKEY (USA), INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 253 College Street, Suite 158, Toronto, Ontario, Canada, M5T 1R5.

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Teddy D. Klinghoffer	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of three persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Paul Heydon	253 College Street Suite 158 Toronto, Ontario Canada M5T 1R5
Stephen Keating	253 College Street Suite 158 Toronto, Ontario Canada M5T 1R5

Paul Keating

253 College Street  
Suite 158  
Toronto, Ontario  
Canada M5T 1R5

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Teddy D. Klinghoffer	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

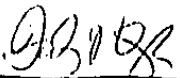
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of January, 1996.

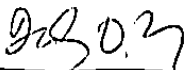
  
\_\_\_\_\_  
Teddy D. Klinghoffer,  
Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

  
\_\_\_\_\_  
Teddy D. Klinghoffer,  
Registered Agent

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