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BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-9255

TELECOPIER (813) 223-9620

MAHLON H. BARLOW, III
DALE K. BOHNER
JOHN R. BUSH
MINDY L. CARREJA
SAMUEL B. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
RICHARD K. FUEYO
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
R. J. HAUGHEY, II
RICHARD B. HADLOW
PAUL L. HUEY
DAVID M. JEFFRIES
BRENT A. JONES

NASREEN M. KADIVAR
S. TODD MERRILL
CRAIG A. MINEGAR
ALEXANDRA M. RENARD
JEREMY P. ROSS
JOHN F. RUDY, II
EDWARD O. SAVITZ
ALICIA J. SCHUMACHER
NEAL A. SIVYER
H. BRADLEY STAGGS
RANDY K. STERNS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

January 16, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: Absolute Sports, Inc.

Dear Sir:

Enclosed are an original and one copy of the Articles of Incorporation of Absolute Sports, Inc., together with our check in the amount of \$70.00 in payment of the following charges:

1. Filing Fee for Articles of Incorporation	\$35.00
2. Registered Agent Fee	<u>35.00</u>
Total	\$70.00

Please file the original Articles of Incorporation and the certificate designating Registered Agent and return a file-stamped copy of the Articles to our office.

Thank you for your assistance. Please call if you have any questions.

Sincerely,

Judy A. Cosgrove
Judy A. Cosgrove
Legal Assistant to Neal A. Sivyver

/jac

Enclosures

143045.01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 PM 9:03

RP
01-23-98

**ARTICLES OF INCORPORATION
OF
ABSOLUTE SPORTS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 PM 9:03

The undersigned, acting as incorporators of a corporation not for profit pursuant to Chapter 617, Florida Statutes, hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

ARTICLE I
Name and Address

The name of this corporation shall be ABSOLUTE SPORTS, INC. (the "Company"). Pending any change authorized by the Company's Board of Directors, its offices shall be located in Hillsborough County, with a mailing address of 1303 South Moody Avenue, Suite A, Tampa, Florida 33629.

ARTICLE II
Term

This Company shall have perpetual existence.

ARTICLE III
Purposes

This Company is formed exclusively for the purposes for which a corporation may be formed under the Corporation Law of the State of Florida and is for a pecuniary profit or financial gain. The specific purposes for which the Company is organized are as follows: To perform all acts and carry on and conduct all activities necessary or useful in connection with or incidental to the accomplishment of the purposes to the full extent permitted by the laws of the State of Florida and this charter.

Notwithstanding any other provision in these Articles, all activities of the Company shall be carried on and all of the funds of the Company, whether income or principal and whether acquired by charge for services rendered, gift, contribution, investment return or other source, shall be used and applied exclusively for the promotion of social welfare, and so that no part of the net earnings of the Company will in any event enure to the personal benefit of any member of the Company or to any organization or other individual; provided, however, that reasonable compensation may be paid in exchange for services actually rendered to or for the benefit of the Company in furtherance of one or more of its purposes stated above.

ARTICLE IV
Registered Agent

The name of the registered agent of the Company is Neal A. Sivyver, 220 South Franklin Street, Tampa, Florida 33602.

ARTICLE V
Management

The powers of this Company shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times and no more than ten members. Each member of the Board shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified.

The officers of the Company shall have such duties as may be specified by the Bylaws of the Company and shall serve without compensation. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws of the Company.

ARTICLE VI
Board of Directors

The initial Board of Directors shall have two (2) members whose names and addresses are:

Jim Stewart
1303 South Moody Avenue
Suite A
Tampa, Florida 33629

Frank Barenowski
798 Foxhound Drive
Port Orange, Florida 32124

ARTICLE VII
Incorporator

The name and address of the Incorporator is:

Jim Stewart
1303 South Moody Avenue
Suite A
Tampa, Florida 33629

ARTICLE VIII
Stock Basis

The Company is organized and shall be operated on a stock basis within the meaning of the Florida Corporation Act, and shall have the power to issue 1,000 shares of any type or class of stock.

ARTICLE IX
Bylaws

The Board of Directors of the Company shall adopt such Bylaws for the conduct of its activities as it may deem appropriate from time to time. Upon proper notice, the Bylaws, as so adopted, may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular or special meeting called for that purpose, unless specified otherwise in the Bylaws of the Company.

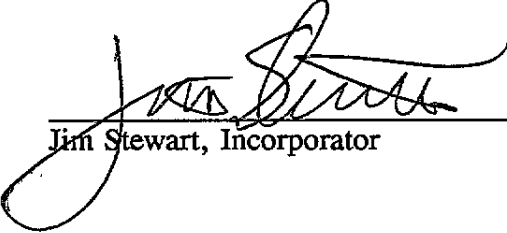
ARTICLE X
Amendments

Upon proper notice, these Articles of Incorporation may be further amended by a majority vote of those members of the Board of Directors present at any regular meeting or special meeting called for that purpose, unless specified otherwise in the Bylaws of the Company.

ARTICLE XI
Defense and Indemnification of Officers and Directors

The Company shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Company, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct.

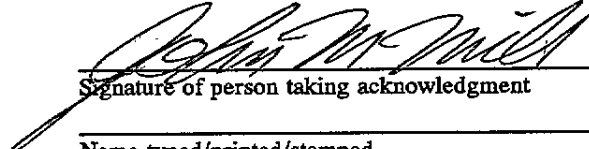
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 14 day of January, 1998.



Jim Stewart, Incorporator

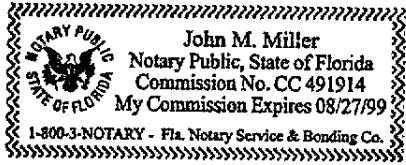
ACKNOWLEDGMENT

Acknowledged before me this 14 day of JANUARY, 1998 by Jim Stewart, who is personally known to me or has produced FL DL # 5363-444-65-012-0 as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for purposes therein expressed.

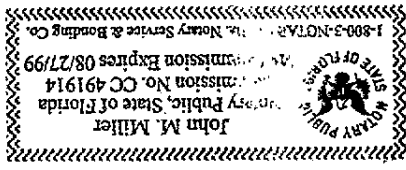


Signature of person taking acknowledgment

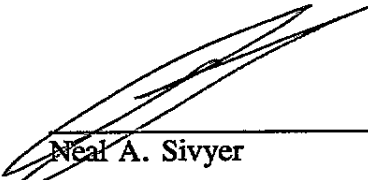
Name typed/printed/stamped



My commission expires:



I accept designation as Registered Agent of the Company.



Neal A. Sivyver

142121.01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 PM 9:03