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SCOTT M. SANDLER
ATTORNEY AT LAW FILED

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98 MAR -2 AM 9:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 23, 1998

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Department of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

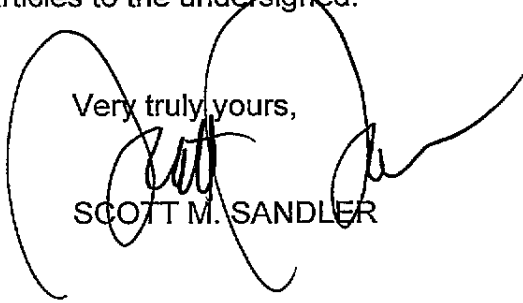
RE: The Mucker Company, Inc.

Dear Sir:

Enclosed please find original and one copy of the articles of incorporation of The Mucker Company, Inc., to be filed with the division of corporations together with my check in the sum of \$122.50 as your required filing fee.

Kindly return one filed copy of the articles to the undersigned.

Very truly yours,



SCOTT M. SANDLER

SMS/JP
Enclosures

P. Hall
MAR - 4 1998

ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE MUCKER COMPANY, INC.

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formulation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation; and to that end we do by these Articles set forth:

ARTICLE I

The name of this corporation is: **THE MUCKER COMPANY, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation is the retail sale of sportswear, clothing, sporting goods merchandise and any other related clothing and apparel.

This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE III

The corporation is authorized to issue 500 shares of stock at \$1.00 par value per share, all of which shall be designated "common shares."

ARTICLE IV

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 pro rata 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

The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are as follows, all the proceeds of which will amount to at least \$500.00:

\$500.00

SCOTT M. SANDLER
14201 S. W. 78 Court
Miami, FL 33158

500 shares

ARTICLE VI

Shares held by the initial shareholder(s) may not be resold or otherwise transferred to other persons unless such shares be first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE VII

The street address of the principal office of this corporation and the name of the initial Registered Agent of this corporation are:

SCOTT M. SANDLER
3301 Ponce de Leon Blvd. Suite #200
Coral Gables, FL 33134

ARTICLE VIII

The names and post office addresses of the Directors of this corporation are as follows:

SCOTT M. SANDLER
3301 Ponce de Leon Blvd. Suite #200
Coral Gables, FL 33134

ARTICLE IX

The corporation shall have two Directors initially. The number of Directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (1) Director. To the extent permitted by law, Paul Rose and Christopher shall serve as a Directors or officers of the corporation, and each person who serves at the request of the corporation as a Director or officer of said corporation, shall be protected from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or officer. The corporation shall reimburse such person for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or Director is liable to the extent permitted by law.

ARTICLE X

The names and post office addresses of the president, Vice President, Secretary and Treasurer of the corporation, who shall hold office until their successors are elected, appointed or have qualified, are:

President/Secretary

Scott M. Sandler
14201 S. W. 78 Court
Miami, FL 33158

STATE OF FLORIDA)
)
COUNTY OF DADE)

ss:

The foregoing instrument was acknowledged before me this 23rd day of FEBRUARY, 1998 by Scott M. Sandler, who is personally known to me and who produced PERSONALLY KNOWN for identification, and who did take oath, and who acknowledged before me that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami Dade County, Florida, this 23 day of FEBRUARY, 1998.


NOTARY PUBLIC, State of Florida
at Large

My commission expires:

Printed name: JOSEPHINE PEREIRA
CC# CC 643077



Josephine Pereira
My Commission CC643077
Expires April 28, 2001

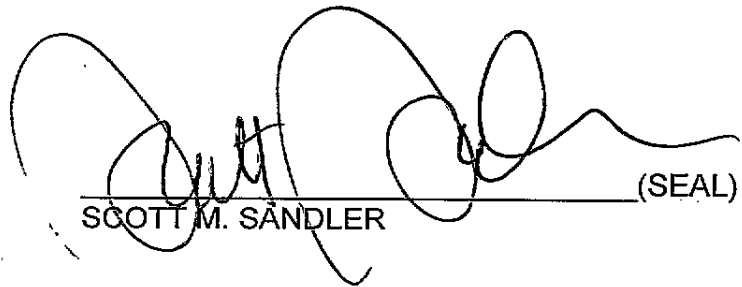
ARTICLE XI

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII

The corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami Shores, Dade County, Florida, this 23 day of FEBRUARY, 1998.



SCOTT M. SANDLER (SEAL)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **THE MUCKER COMPANY, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, and State of Florida, has named **SCOTT M. SANDLER**, located at 3301 Ponce de Leon Blvd., Suite #200, Coral Gables, FL 33134, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____


SCOTT M. SANDLER
Resident Agent