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March 15, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-03/16/99--01079--007
*****35.00 *****35.00

Re: Sun Sports Corporation of America
Amended and Restated Articles of Incorporation

Gentlemen:

Enclosed for filing among your records find Amended and Reinstated Articles of Incorporation of Sun Sports Corporation of America. Also enclosed is check #5490 in the amount of \$35.00 to cover the filing fee.

Please return the above referenced in the self addressed stamped envelope provided.

Sincerely,

Louis Stinson, Jr./cu
Louis Stinson, Jr.

"Signed in Mr. Stinson's absence
to prevent delay in mailing"

Lsj:cu
Enclosures

Amended & Restated Art.

VS MAR 19 1999

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUN SPORTS CORPORATION OF AMERICA**

FILED
99 MAR 16 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUN SPORTS CORPORATION OF AMERICA, a corporation organized and existing under the laws of the state of Florida, certifies as follows:

1. The name of the corporation is SUN SPORTS CORPORATION OF AMERICA.

The original Articles of Incorporation were filed with the Secretary of State of the State of Florida on August 18, 1975.

2. These Amended and Restated articles amend and restate the Articles of Incorporation by:

- (a) Amending Article III to provide that the maximum number of shares of stock of this corporation is authorized to have outstanding at any time shall be 100,000,000 shares of ONE (1) cent (\$.01) par value per share common stock.

- (b) Adding Article X - Indemnification, Article XI - Amendment and Article XII - Registered Office and Agent, the language of which is herein after included in the Amended and Restated Articles of Incorporation.

- (c) Adding descriptive titles to each Article.

- (d) Combining former Articles VII and VIII as restated Article VII and renumbering former Articles IX and X as restated Articles VIII and IX, respectively.

3. These Amended and Restated Articles of Incorporation have been duly proposed by the Board of Directors and adopted by the shareholders on February 22,, 1999 in the

manner and by the vote prescribed by §607.1003, Florida Statutes, and duly adopted by unanimous vote of the shareholders.

The text of the Articles of Incorporation, as amended, is amended and restated in its entirety to read as set forth as follows:

ARTICLE I - Name

The name of the corporation shall be: SUN SPORTS CORPORATION OF AMERICA.

ARTICLE II - Purpose

The general nature of the business to be transacted or a statement that the corporation may engage in any activity or business permitted under the laws of the United States and of this state. Such statements shall authorize all such activities and business by the corporation.

ARTICLE III - Stated Capital

The corporation is authorized to issue 100,000,000 shares of ONE (1) cent (\$.01) par value per share common stock. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE IV - Paid-in Capital

This Corporation shall begin business with a capital of FIVE HUNDRED (\$500.00) Dollars and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of FIVE HUNDRED (\$500.00) Dollars.

ARTICLE V - Corporate Existence

This corporation shall exist perpetually.

ARTICLE VI - Principal Place of Business

Its business shall be carried on at Orlando, Florida and at such other points or places in the State of Florida and in the United States and foreign countries as may, from time to time, be authorized by the Board of Directors. Its principal office shall be at:

5334 Central Florida Parkway, Suite 1300, Orlando, Florida 32821

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. Any and all the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one (1) Director initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The name and street address of the current Directors who shall hold office until their successors have qualified, are:

Name

Address

Hutch C. Carter

14548 Astina Way,
Orlando, Florida 32837

ARTICLE VIII - Incorporator

The name and address of the incorporator of the original Articles of Incorporation on July 23, 1975 was:

Name

Address

Mark McCulloh

155 Sunrise Dr. Penthouse A
Miami, Florida

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE XI - Amendment

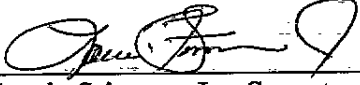
The shareholders reserve the right to amend or repeal any provisions contained in

these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Board of Directors is subject to this reservation.

ARTICLE XII - Registered Office and Agent

The street address of the current registered office of the corporation is 14548 Astina Way, Orlando, Florida 32837 and the name of the current registered agent of the corporation at that address is Hutch C. Carter.

IN WITNESS WHEREOF, the undersigned, as Secretary of the corporation, does hereby execute these Amended and Restated Articles of Incorporation this 11th day of March, 1999.



Louis Stinson, Jr., Secretary
SUN SPORTS CORPORATION OF
AMERICA