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FLORIDA DIVISION OF CORPORATIONS

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FROM: FLEMING, HAILE & SHAW, P.A.
076326003550

ACCT#:

CONTACT: CHRISTY SWENDSEN
PHONE: (561)627-8100
(561)622-7603

FAX #:

NAME: EXECUTIVE SPORTS INTERNATIONAL, LTD.

AUDIT NUMBER.....H97000016144

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 2

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DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP OF
EXECUTIVE SPORTS INTERNATIONAL, LTD.**

THE UNDERSIGNED, desiring to form a limited partnership (the "Partnership") in accordance with the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986 (the "Act"), does hereby sign and swear to this Certificate of Limited Partnership and the annexed Affidavit Regarding Capital Contributions, as follows:

1. The name of the Partnership is **Executive Sports International, Ltd.**
2. The address of the office where the records of the Partnership are maintained as required by Section 620.106 of the Act is 11770 U.S. Highway #1, Suite 100, North Palm Beach, Florida 33408. The name and address of the registered agent of the Partnership upon whom process may be served is FHS Corporate Services, Inc., 11780 U. S. Highway One, Suite 300, North Palm Beach, Florida 33408.
3. The name of the sole General Partner of the Partnership is Executive Sports International, Inc., and its business address is 11770 U.S. Highway #1, Suite 100, North Palm Beach, Florida 33408. 897-59739
4. The mailing address of the Partnership is 11770 U.S. Highway #1, Suite 100, North Palm Beach, Florida 33408.
5. The latest date on which the Partnership is to be dissolved is December 31, 2017.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand, 26th day of September, 1997.

EXECUTIVE SPORTS
INTERNATIONAL, INC.
as Sole General Partner

By: John G. Hines
John G. Hines, President

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Partnership. We are familiar with, and accept, the obligations of, Section 620 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.,
a Florida corporation

By: James H. Schnare II
James H. Schnare II, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**AFFIDAVIT DECLARING CAPITAL CONTRIBUTIONS**

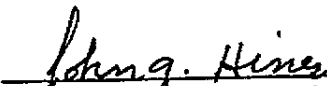
STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared John G. Hines, known to me, who being first duly sworn, did depose and say as follows:

1. I am the President of Executive Sports International, Inc., the Sole General Partner named in the Certificate of Limited Partnership of Executive Sports International, Ltd. (the "Partnership"). I have been duly authorized to and do make this Affidavit on behalf of the corporate General Partner of the Partnership pursuant to the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986.

2. The amount of capital contributions of the Limited Partners of the Partnership and the amount anticipated to be contributed by them is a total of seven thousand five hundred dollars (\$7,500).

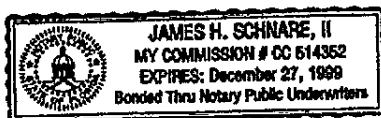
EXECUTIVE SPORTS
INTERNATIONAL, INC.
as Sole General Partner


John G. Hines, as President of
Executive Sports International, Inc.,
General Partner

SWORN TO AND SUBSCRIBED BEFORE ME, this 26th day of September,
1997.

SEAL:


Notary Public State of Florida



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Prepared By:
James H. Schnare, II; FL Bar No. 0332739
Fleming, Haile & Shaw, P.A., 11780 U.S. Highway One
North Palm Beach, FL 33408 (561) 627-8100