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OF COUNSEL
GEORGE A. BODE
REGISTERED PATENT ATTORNEY
ADMITTED IN FLORIDA, LOUISIANA
AND NEW JERSEY

January 2, 1998

Department of State
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

300002400913--3
-01/15/98--01008--004
***1837.50 ***1837.50

Re: Pro Fusion Partners, Ltd.

Dear Sir or Madam:

Enclosed is an original and one executed copy of the Affidavit of Capital Contributions, Certificate of Limited Partnership and Certificate Designating Registered Agent of Pro Fusion Partners, Ltd. Please approve and file the original and return a certified copy to me.

Also enclosed is a check payable to you for your charges as follows:

Filing Fee	\$1,750.00
Registered Agent	\$ 35.00
Certified Copy	\$ 52.50
TOTAL FEES	\$1,837.50

FILED
98 JAN 15 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please let us know if anything further is required.

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater	HAA/sjp
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

Sincerely,

Hal Adams Airth, Jr.

Hal Adams Airth, Jr.

TC
\$800,000.00

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
PRO FUSION PARTNERS, LTD.
A Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is PRO FUSION PARTNERS, LTD.
2. The address of the office of the Partnership is 3346 Summit Ct., Lakeland, Florida 33810
3. The name and address of the agent for service of process on the Partnership is Thomas E. Alderman, 3346 Summit Ct., Lakeland, Florida 33810.
4. The name and business address of the general partner is PRO FUSION SPORTS GEAR, INC., a Florida corporation, 3346 Summit Ct., Lakeland, Florida 33810.
897000096212
5. The mailing address of the Partnership is 3346 Summit Ct., Lakeland, Florida 33810.
6. The latest date upon which the Partnership shall dissolve is December 31, 2027.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of PRO FUSION PARTNERS, LTD., this 2nd day of January, 1998.

GENERAL PARTNER:

PRO FUSION SPORTS GEAR, INC. a
Florida corporation

By: *[Signature]*
Thomas E. Alderman, its President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared THOMAS E. ALDERMAN, President of PRO FUSION SPORTS GEAR, INC., a Florida corporation, general partner of PRO FUSION PARTNERS, LTD, to me personally known or known to me by evidence of identification of FLA434-82565-221-0 to be the person(s) described in and who executed the foregoing instrument and who did not take an oath.



Daniel Medina
Notary Public
My Commission Expires: _____
My Commission Number: _____

(Name of Notary typed, printed or stamped)

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF
PRO FUSION PARTNERS, LTD.**

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared, THOMAS E. ALDERMAN, President of PRO FUSION SPORTS GEAR, INC., a Florida corporation, the general partner of PRO FUSION PARTNERS, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The maximum amount of expected capital contributions to the Partnership made by the limited partners are, in the aggregate, Eight Hundred Thousand and 00/100 (\$800,000.00) Dollars.

2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

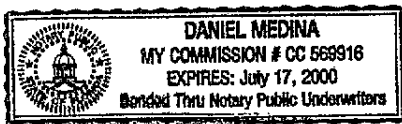
PRO FUSION SPORTS GEAR, INC., a
Florida corporation

By Thomas E. Alderman

Thomas E. Alderman, its President

STATE OF FLORIDA
COUNTY OF POLK

Sworn to and subscribed before me this 2nd day of January, 1998, by THOMAS E. ALDERMAN, President of PRO FUSION SPORTS GEAR, INC., a Florida corporation, general partner of PRO FUSION PARTNERS, LTD., who is personally known to me or known to me by evidence of identification of DL FL A436825-65-221, and who did take an oath.



Daniel Medina
Notary Public

My Commission Expires: _____


My Commission Number: _____

(Name of Notary typed, printed or stamped)

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 PRO FUSION PARTNERS, LTD., desiring to organize under the laws of the state of Florida with its principal office as indicated in the Certificate of Limited Partnership, at the City of Lakeland, County of Polk, State of Florida, has named THOMAS E. ALDERMAN, located in Lakeland, Polk County, Florida, as its agent to accept service of process within this state.


Thomas E. Alderman, President of the General
Partner

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated partnership, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes, §620.105 and §620.106.


Thomas E. Alderman, Registered Agent

FILED
JAN 15 AM 9:00
CLERK OF DISTRICT COURT
LAKELAND, FLORIDA