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FILED
02 MAY 16 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 580480 7336375
AUTHORIZATION : *Patricia Pijets*
COST LIMIT : \$ 70.00

ORDER DATE : May 14, 2002

ORDER TIME : 9:37 AM

ORDER NO. : 580480-005

CUSTOMER NO: 7336375

800005554478--9

CUSTOMER: Ms. Leanne Hosler
Umbro Canada Inc.
1364 Cliveden Avenue

New Westminster, BC V3M 6K2

FOREIGN FILINGS

NAME: GALAXY SPORTS CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

RECEIVED
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DIVISION OF CORPORATION

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Galaxy Sports Corp.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Washington 3. 98-0353996
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 13, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1501 Fourth Avenue, Suite 2600, Seattle WA 98101
(Principal office address)
- Same as above
(Current mailing address)

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8. Retail sales of soccer apparel and accessories
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

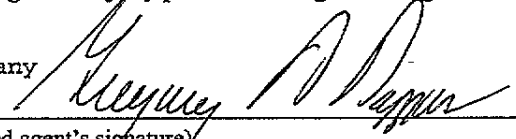
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: JOHN B. GILL

Address: 1364 Cliveden Avenue
New Westminster, BC V3M 6K2

Vice President: _____

Address: _____

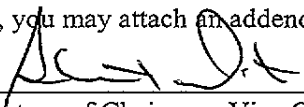
Secretary: Stuart Watson

Address: 1364 Cliveden Avenue, New Westminster, BC V3M 6K2

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stuart R.A. Watson, SEC/TREAS/CEO
(Typed or printed name and capacity of person signing application)

STATE of WASHINGTON



SECRETARY of STATE

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this

**CERTIFICATE OF EXISTENCE/AUTHORIZATION
OF
GALAXY SPORTS CORP.**

I FURTHER CERTIFY that the records on file in this office show that the
above named profit corporation was formed under the laws of the
State of Washington and was issued a Certificate of Incorporation
in Washington on June 13, 2001.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution
have been filed, and that the corporation is duly authorized to
transact business in the corporate form in the State of Washington.

Date: May 14, 2002

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*



sm
Sam Reed, Secretary of State

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