

Nov. 7. 2011 3:34 PM
Division of Corporations

Form

No. 1967 P. 1

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Florida Department of State (H11000265503 3))
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Account Number : I19990000278
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**FOREIGN PROFIT/NONPROFIT CORPORATION
JOBE SPORTS USA, INC.**

Certificate of Status	1
Certified Copy	1
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

1. JOBE SPORTS USA, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3.

(PBI number, if applicable)

4. SEP. 30, 2011

(Date of incorporation)

5.

PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. OCT. 1, 2011

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8031 Turkey Lake Rd., Ste. 400 & 500, Orlando, Florida 32819

(Principal office address)

8031 Turkey Lake Rd., Ste. 400 & 500, Orlando, Florida 32819

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

(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 NOT acceptable)

Name: DUDLEY Q. SHARP, JR.

Office Address: 369 N. NEW YORK AVE.

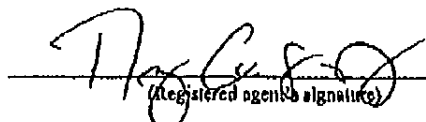
WINTER PARK

(City)

, Florida 32789

(Zip code)

10. Registered agent's acceptance:

Having been notified 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.
(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.

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

A. DIRECTORS

Chairman: J.S.H. BroekmeulenAddress: Heerewaardensestraat 30
6624KK Heerewaarden, NetherlandsVice Chairman: C.M.J. BroekmeulenAddress: Heerewaardensestraat 30
6624KK Heerewaarden, NetherlandsDirector: M.C.R. BroekmeulenAddress: Heerewaardensestraat 30
6624KK Heerewaarden, Netherlands

Director: _____

Address: _____

B. OFFICERS

President: J.S.H. BroekmeulenAddress: Heerewaardensestraat 30, 6624KK Heerewaarden, Netherlands

Vice President: _____

Address: _____

Secretary: J.S.H. BroekmeulenAddress: Heerewaardensestraat 30, 6624KK Heerewaarden, NetherlandsTreasurer: J.S.H. BroekmeulenAddress: Heerewaardensestraat 30, 6624KK Heerewaarden, Netherlands

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

13. _____
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in 9.817.155, P.S.

14. J.S.H. Broekmeulen

(Typed or printed name and capacity of person signing application)

Director

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**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

JOBE SPORTS USA, INC.

Item No. 12

General Manager

Sophie Toltelbaum
5260 Middle Court
Orlando, FL 32811



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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JOBE SPORTS USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF NOVEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

5045779 8300

111173584

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9140936

DATE: 11-07-11

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "JOBE SPORTS USA, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2011, AT 1:01 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9065218

DATE: 09-30-11

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State of Delaware
Secretary of State
Division of Corporations
Delivered 01:14 PM 09/30/2011
FILED 01:01 PM 09/30/2011
SRV 111058926 - 5045779 FILE

CERTIFICATE OF INCORPORATION

OF

JOBE SPORTS USA, INC.

The undersigned, acting as incorporator of a corporation under the provisions of the General Corporation Law of the State of Delaware, hereby certifies that:

FIRST: The name of the corporation is: Jobe Sports USA, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) and the par value of each of such shares is \$.001. All such shares are of one class and are shares of common stock. Each holder of common stock shall be entitled to one vote for each share of common stock held by such holder.

FIFTH: The name and mailing address of the sole incorporator are as follows:

Dudley Q. Sharp, Jr., Esq.
Burr & Forman LLP
369 N. New York Ave., 3rd Floor
Winter Park, Florida 32789

SIXTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under §291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under §279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on

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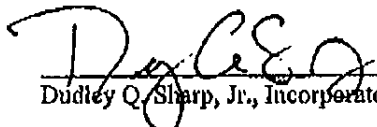
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all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

SEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under §174 of the General Corporation Law of Delaware; or (iv) for any transaction from which the director derived any improper personal benefit. Neither the repeal or the modification of this Article SEVENTH nor the adoption of any provisions of the Certificate of Incorporation of the Corporation inconsistent with this Article SEVENTH shall adversely affect the rights of any director of the Corporation with respect to any matter occurring, or any cause of action, suit or claim that, but for this Article SEVENTH, would accrue or arise, prior to such repeal, modification or adoption of an inconsistent provision.

EIGHTH: The Corporation shall indemnify its directors to the fullest extent permitted by the General Corporation Law of the State of Delaware.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and that the facts herein stated are true, and accordingly have hereunto set my hand this 30th day of March, 2011.


Dudley Q. Sharp, Jr., Incorporator

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