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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Pro-Line Team Sports, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Roger A. Barlow, CPA

(Name of Person)

(Firm/Company)

1109 East Park Drive, Suite 300

(Address)

Birmingham, AL 35235

(City/State/Zip)

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DIVISION OF CORPORATIONS

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Should you need to call someone concerning this matter, please call:

Roger A. Barlow

(Name of Person)

at (205) 836-3380

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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.

1. Pro-Line Team Sports, Inc.
(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. Alabama 3. 63-1180450
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 22, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. November 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P. O. Box 611080, Birmingham, AL 35261
(Current mailing address)

8. Sales of athletic sports equipment
(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: Bill Bennett

Office Address: 2317 Amherst Avenue

Orlando, Florida, 32804
(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.


(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Virginia Doyle

Address: 845 Rockingham Road

Birmingham, AL 35235

Vice Chairman: Philip L. Doyle

Address: 845 Rockingham Road

Birmingham, AL 35235

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Virginia Doyle

Address: 845 Rockingham Road

Birmingham, AL 35235

Vice President: Philip L. Doyle

Address: 845 Rockingham Road

Birmingham, AL 35235

Secretary: Philip L. Doyle

Address: 845 Rockingham Road

Birmingham, AL 35235

Treasurer: Virginia Doyle

Address: 845 Rockingham Road

Birmingham, AL 35235

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

13. _____

Virginia Doyle

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

14. _____

Virginia Doyle, President

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

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STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Pro-Line Team Sports, Inc. incorporated in Jefferson County, Birmingham, Alabama on August 22, 1996. I further certify that the records do not disclose that said Pro-Line Team Sports, Inc. has been dissolved.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

November 9, 1998

Date

Jim Bennett

Jim Bennett

Secretary of State