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May 24, 2002

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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-05/28/02--01090--014
*****125.00 *****125.00

RE: Superior Athletics LLC

Gentlemen:

Enclosed herewith is a check in the amount of \$125.00 and original and one copy of the Articles of Organization of Superior Athletics LLC.

I would appreciate your acknowledgement of this filing at your earliest convenience in the enclosed envelope.

Thank you for your assistance.

Sincerely,


J. Bradford Hines

JBH:ms
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*W/O
cust*

**ARTICLES OF ORGANIZATION OF
SUPERIOR ATHLETICS LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name

The name of the Limited Liability Company is SUPERIOR ATHLETICS LLC.

ARTICLE II — Address and Registered Agent

The mailing address and street address of the principal office of the Limited Liability Company is 3131 16th Street North, #4, St. Petersburg, FL 33704. The name and address of the initial registered agent is Amy Felten, 3131 16th Street North, #4, St. Petersburg, Florida 33704.

ARTICLE III — Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV — Management

The Limited Liability Company is to be managed by the members and the name and address of the managing members, who are all of the members, are: Amy Felten, 3131 16th Street North, #4, St. Petersburg, Florida 33704.

ARTICLE V — Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as set forth in the Regulations of the LLC.

ARTICLE VI — Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued

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membership of a member in the limited liability company shall be as set forth in the Regulations.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act as of the 24 day of MAY, 2002.

Amy D Felten

AMY FELTEN

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of SUPERIOR ATHLETICS, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Signed this 24 day of May, 2002.

Amy D. Felten
Registered Agent

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24th day of May, 2002 by Amy Felten, as Registered Agent for SUPERIOR ATHLETICS, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

J. Bradford Hines
Notary Public

J. BRADFORD HINES
Notary Public - State of Florida
My Commission Expires
July 5, 2003
CC852104

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TALLAHASSEE, FLORIDA