

Sent by: POOLE & CLEMENTS, PA

407-422-4128

9/29/97 1:12 PM Job

Page 2

9/29/
3:33 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000016175 6))

TO: DIVISION OF CORPORATIONS
(850)922-4601

FAX #:

FROM: POOLE & CLEMENTS, P.A.
102203001714

CONTACT: JANE POOLE

PHONE: (407)422-6662

(407)422-4128

ACCT#:

FAX #:

NAME: AMERICAN CORPORATE PROMOTIONS, LIMITED COMPA

AUDIT NUMBER.....H97000016175

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

9/29/97 1:12 PM
JANE POOLE
POOLE & CLEMENTS, P.A.

9/29/97 1:12 PM

FILED

Sent by: POOLE&CLEMENTS,PA 4074224128

09/30/97 1:32PM Job 838

Page 1

RECEIVED: 9/30/97 11:14AM

(904)922-3709

=> POOLE&CLEMENTS,PA; #1

(904)922-3709

09/30/97 11:18 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthem

Secretary of State

September 30, 1997

POOLE & CLEMENTS, P.A.

SUBJECT: AMERICAN CORPORATE PROMOTIONS, LIMITED COMPANY
REF: W97000022307

FILED
97 SEP 30 AM 11:03
TALLAHASSEE, FLORIDA

L97-1089

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: H97000016175
Letter Number: 397A00048103

RECEIVED
97 SEP 30 PM 2:16
DIVISION OF CORPORATIONS

(H97000016175 6)

**ARTICLES OF ORGANIZATION OF
AMERICAN CORPORATE PROMOTIONS, LIMITED COMPANY**

ARTICLE I

Name

The name of the limited liability company ("Company") is **AMERICAN CORPORATE PROMOTIONS, LIMITED COMPANY**.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 721 Palmer, Winter Park, Florida 32789.

ARTICLE III

Power

The Company shall have power to import, sell and distribute sporting goods and all other powers as provided for in Florida Statute 608.404, as may be amended.

ARTICLE IV

Duration

The period of duration for the Company is twenty-five (25) years, beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE V

Registered Agent and Office

The name of Company's initial registered agent in Florida is William F. Poole, IV, POOLE, CLEMENTS & DAWSON, P.A. The address of Company's registered office in Florida is 644 West Colonial Drive, Orlando, Florida 32804.

ARTICLE VI

Management

The Company is to be managed by the members. Each managing member is identified as follows:

(H97000016175 6)

Peter S. Kessler
721 Palmer
Winter Park, Florida 32789

Mrs. Janet P. Kessler
721 Palmer
Winter Park, Florida 32789

FILED
97 SEP 30 11:03
TALLAHASSEE, FLORIDA

ARTICLE VII

Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VIII

Continuation of Company

The remaining members of the Company have the right 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 membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

(H97000016175 6)

IN WITNESS WHEREOF, we have executed these Articles of Organization on the
29TH day of September, 1997 at 644 W. Colonial Delray, Fl.


PETER S. KESSLER


JANET P. KESSLER

FILED
97 SEP 30 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


(H97000016175 6)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
AMERICAN CORPORATE PROMOTIONS, LIMITED COMPANY

The undersigned member or authorized representative of a member of **AMERICAN CORPORATE PROMOTIONS, LIMITED COMPANY** deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$5,000.00.
3. If any, the agreed value of property other than cash contributed by members is \$ N/A. A description of the property is attached and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by members is \$5,000.00. This total includes amounts from 2 and 3 above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this Affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.


PETER KESSLER
(Printed Name)
Mander

H97000016175 6

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

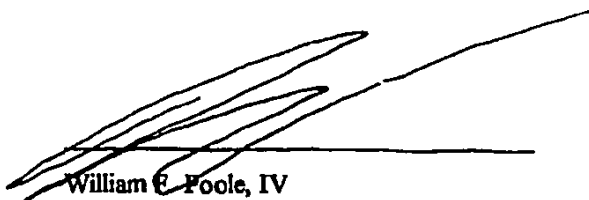
1. The name of the limited liability company is **AMERICAN CORPORATE PROMOTIONS, LIMITED COMPANY**

2. The name and address of the registered agent and office is:

**WILLIAM F. POOLE, IV
644 West Colonial Drive
Orlando, Florida 32804**

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 29, 1997



William F. Poole, IV