

RAFOOL & RAFOOL, P.A.
ATTORNEYS AND COUNSELORS AT LAW

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PO0000030438

VIA UNITED PARCEL SERVICE OVERNIGHT DELIVERY
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Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-03/10/2000-01119-004
***122.50 ***18.75

RE: D & D SPORTS CONCEPTS, INC.

Dear Sir/Madam:

Enclosed herewith for filing in connection with the above referenced matter, please find Articles of Corporation of D & D Sports Concepts, Inc., Registered Agent form for said corporation, and check number 3521 in the amount of \$122.50 to cover the cost of your fee.

Please forward a certified copy to this office.

Thanking you in advance for your assistance in this matter.

Sincerely,

Raymond J. Rafool

RJR:lm

Enclosures

cc: Client

703
W00-7091

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00MVR10 AH10:20

3/27/00

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 19 AM 10:20

March 22, 2000

Roseann Varnadore
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: D & D Sports Concepts, Inc.

Dear Ms. Varnadore:

As discussed on March 21, 2000, please find enclosed your agent's correspondence, dated March 16, 2000, and the Articles Of Incorporation of D & D Sports Concepts, Inc., which should not have been returned to me. Please file the enclosed Articles of Incorporation Of D & D Sports Concepts, Inc., and date them for when they were provided to you previously on March 10, 2000.

Thank you and if you have any questions, please do hesitate to contact me.

Sincerely,

A large, stylized handwritten signature in black ink, appearing to be 'RJR' followed by a flourish.

Raymond J. Rafool

RJR:lm

enclosures

cc: Client



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 19 AM 10:20

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 2000

RAFOOL & RAFOOL, P.A.
POST OFFICE BOX 7286
WINTER HAVEN, FL 33883-7286

SUBJECT: D & D SPORTS CONCEPTS, INC.
Ref. Number: W00000007091

We have received your document for D & D SPORTS CONCEPTS, INC..
However, the document has not been filed and is being returned for the following:

Article IX states there will be TWO director(s), whereas ONE is/are listed.

Please return the original and one copy of 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 700A00014708

ARTICLES OF INCORPORATION

OF

D & D SPORTS CONCEPTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 10 AM 10:20

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is D & D SPORTS CONCEPTS, INC., whose address is 1817 East Broadway (C.R. 419), Oviedo, Florida, 32765.

ARTICLE II - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 1,000 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V - IDEMNITY

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or

proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VII - FLORIDA CONTROL-SHARE ACQUISITION

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (Sections 607.0901 through 607.0903, Fla.Stat.) shall not be applicable to this Corporation.

ARTICLE VIII - ADDRESS OF PRINCIPAL OFFICE(S)

The principal office of this Corporation shall be 1817 East Broadway (C.R. 419), Oviedo, Florida, 32765, but the Corporation shall have the power to establish branch offices and other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE IX - DIRECTORS

This Corporation shall have two (1) Directors initially. The number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE X - ORIGINAL DIRECTORS

The names and addresses of the members of the first Board of Directors, are:

LOUIS V. DELEO: 313 Cypress Gardens Boulevard
Winter Haven, FL, 33880

ARTICLE XI - SUBSCRIBER

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is:

LOUIS V. DELEO: 313 Cypress Gardens Blvd.
Winter Haven, FL, 33880

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals and acknowledges and files the foregoing Articles of Incorporation in the office of the Secretary of State, this 9th day of March, 2000.


LOUIS V. DELEO

STATE OF FLORIDA
COUNTY OF POLK

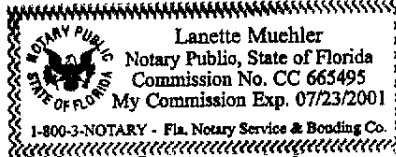
BEFORE ME personally appeared LOUIS V. DELEO, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and State of Florida, this 9th day of March, 2000.

Lanette Muchler

Notary Public

My Commission Expires: _____



CONSENT TO SERVE AS REGISTERED AGENT, CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 10 AM 10:20

Pursuant of Section 48.091, Fla.Stat., the following is submitted, in compliance with said Section:

D & D SPORTS CONCEPTS, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of OVIEDO, State of FLORIDA, has named, RAYMOND J. RAFOOL, II, RAFOOL & RAFOOL, P.A., located at 1519 Third Street, S.E., Winter Haven, Florida 33880 as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above stated Professional Service Corporation, 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 all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated this March 9, 2000.


REGISTERED AGENT