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OF COUNSEL

DAVID I. WEISS

April 26, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-05/02/00--01042--002
*****78.75 *****78.75

Re: **Hamilton Sports, Inc.**

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	\$ 8.75
Registered Agent fee	\$ 35.00
Total	<u>\$78.75</u>

EFFECTIVE DATE
05-05-00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

Herzfeld & Rubin

Bruce M. Boiko

/BMB

FILED
00 MAY - 1 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gys/3

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222 LAKEVIEW AVENUE, SUITE 260
WEST PALM BEACH, FLORIDA 33401
(561) 659-4020

ARTICLES OF INCORPORATION
OF
HAMILTON SPORTS, INC.

FILED
00 MAY -1 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Hamilton Sports, Inc.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on May 5, 2000 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

EFFECTIVE DATE
05-05-00

The mailing address of the corporation is 9003 63rd Avenue Drive E., Bradenton, Florida 34202.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
Five Hundred	Common	\$1.00

Subject to applicable Florida Statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be

done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is Bruce M. Boiko, Esq. 801 Brickell Avenue, Suite 1501, Miami, Florida 33131.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is Bruce M. Boiko, 801 Brickell Avenue, Suite 1501, Miami, Florida 33131.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time thereafter according to the bylaws of the corporation but shall never be less than one. The name and address of the initial director of this corporation is Jeff Hamilton, 9003 63rd Avenue Drive E., Bradenton, Florida 34202.

ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of

the common stock.

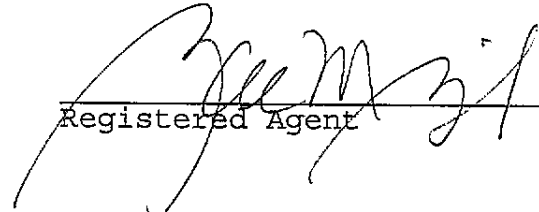
IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation this 25th day of April, 2000.


Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned accepts the appointment as Registered Agent of Hamilton Sports, Inc.

Dated this 25th day of April, 2000.


Registered Agent

FILED

00 MAY -1 PM 12:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA