



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

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UCC SERVICES
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809711

August 22, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

DEP Sports USA Inc.

000000679241

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Certificate of Fictitious Name

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 00 AUG 22 AM 11:43
 UCC FILING & SEARCH SERVICES
 TALLAHASSEE, FL 32301

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

T. SMITH AUG 24 2000

ARTICLES OF INCORPORATION
OF
DEP SPORTS USA INC.

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of this Corporation is DEP SPORTS USA INC. The mailing address of this Corporation shall be 12315 62nd Street North, Building E, Largo, Florida 33773, or such other address as may be designated by the Board of Directors.

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TALLAHASSEE FLORIDA

Article II - Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$0.01 per share.

Article III - Preemptive Rights

The Stockholders of the Corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the Corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this Corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1715 West Cleveland Street, Tampa, Florida 33606. The initial registered agent of this Corporation is Muriel Desloovere.

Article V - Incorporator

The name and address of the person signing these Articles as the incorporator is:

Muriel Desloovere
Langford & Hill, P.A.
1715 West Cleveland Street
Post Office Box 3277
Tampa, Florida 33601-3277

Article VI - Initial Board of Directors

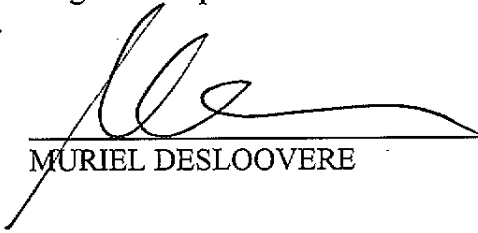
This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Michael Floyd
4306 Longfellow Drive
Plant City, Florida 33567


Mark Williamson
12315 62nd Street North, Bldg. E
Largo, Florida 33773

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 21st day of August, 2000.


MURIEL DESLOOVERE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.


MURIEL DESLOOVERE,
Registered Agent
Date: August 21, 2000