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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

James G. Millns
1613 Grandview Drive
Tarpon Springs, Florida 34689-5302
(727) 942-6881

December 5, 2000

Secretary of State
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Champions Edge, Inc.
Articles of Incorporation

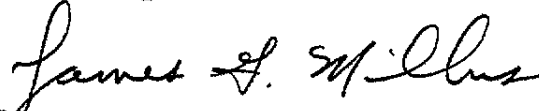
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Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for Champions Edge, Inc., along with a GTE Federal Credit Union Certified Check no. 823623663 in the amount of \$70.00 as payment for the filing fee. If the amount of the enclosed filing fee is incorrect, please call me immediately so that I may forward the appropriate fee.

Thank you for your time and cooperation. Please do not hesitate to call me if you have any questions.

Sincerely,


James G. Millns

C812-12

ARTICLES OF INCORPORATION
OF
CHAMPIONS EDGE, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator makes, subscribes, acknowledges and files with the Florida Department of State these Articles of Incorporation for the purpose of forming a Florida corporation pursuant to the Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this corporation is CHAMPIONS EDGE, INC.

ARTICLE II.

DURATION

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE III.

PURPOSE

The purposes for which this corporation is organized is for the transaction of any and all lawful business for which a corporation may be organized under Florida Statute 607.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series

as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1613 Grandview Drive, Tarpon Springs, Florida 34689-5302 and the name of the initial registered agent of this corporation at that address is JAMES G. MILLNS.

ARTICLE VII.

INCORPORATOR

The name and street address of the incorporator is:

Jim Millns
1613 Grandview Drive
Tarpon Springs, Florida 34689-55302

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

The name and address of the person signing these articles is:

James G. Millns
1613 Grandview Drive
Tarpon Springs, Florida 34689-5302

ARTICLE IX.

BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X.

VOTING

The method of voting on corporate matters shall be as set forth in the Bylaws.

ARTICLE XI.

INDEMNIFICATION

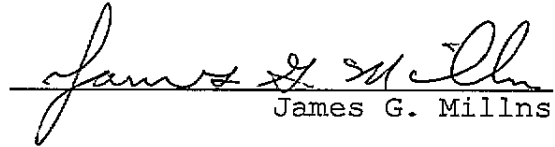
The Corporation may indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XII.

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation or any provision herein may be amended, changed or repealed at any time by a resolution, adopted by a majority vote of the Board of Directors at any annual or special meeting.

IN WITNESS WHEREOF the undersigned subscriber has
executed these Articles of Incorporation this 5th day of
December, 2000.

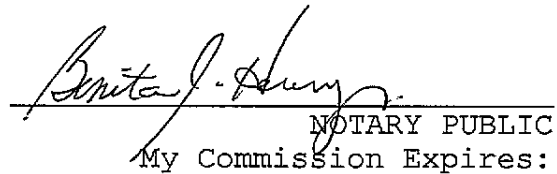

James G. Millns

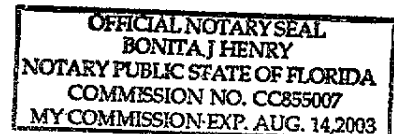
STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 5 day of December,
2000, JAMES G. MILLNS, personally appeared before me, the
undersigned authority, to me well known to me to be the
person described in the foregoing Articles of
Incorporation, who acknowledged to me that he executed said
Articles of Incorporation as his free and voluntary act and
deed for the uses and purposes therein set forth and
expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal at Tarpon Springs, Pinellas County, Florida, the day
and year last above written.

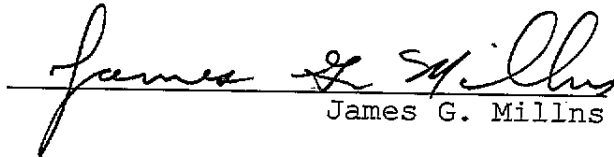

NOTARY PUBLIC
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE,
NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

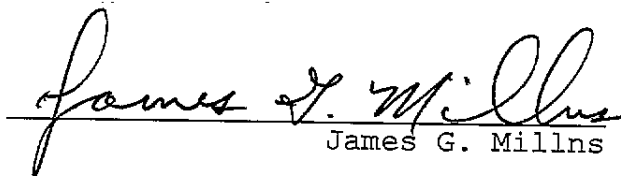
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CHAMPIONS EDGE, INC., desiring to organize under the laws of the State of Florida with its principal place of business as 1613 Grandview Drive, Tarpon Springs, Florida 34689-5302, has named James G. Millns, 1613 Grandview Drive, Tarpon Springs, Florida 34689-5302 as its agent to accept service of process within this State at that address.


James G. Millns

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


James G. Millns

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