

CT CORPORATION SYSTEM

CORPORATION(S) NAME

SportsmansChannel.com, Incorporated

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| <input checked="" type="checkbox"/> Profit Articles | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit                  |   |   |
| <input type="checkbox"/> Foreign                    | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|   | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership        | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                        | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|   | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy             | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready            | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In         | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                   |   |   |

Name \_\_\_\_\_ 3/8/01  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

Order#: 3788257

Ref#:

Amount: \$

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01 MAR -8 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

TSMTTH 112 05 2001

**ARTICLES OF INCORPORATION**

**OF**

**SportsmansChannel.com, Incorporated**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

SportsmansChannel.com, Incorporated

**ARTICLE II. PRINCIPAL OFFICE**

The address of the principal office of the corporation shall be 22942 Captain Kidd Lane, Cudjoe Key, FL 33042. The mailing address of the corporation shall be the same.

**ARTICLE III. NATURE OF BUSINESS**

The corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States and the State of Florida, including the engagement in all phases of the business of marketing, consulting and management. The corporation may also engage in all phases of sporting goods distribution and sale and in the business of exporting, importing and sales of goods of all types. The corporation may subscribe for, purchase, invest in, hold, own, assign, pledge, and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes, and other securities, obligations, contracts, and evidence of indebtedness of corporations. The corporation may acquire, own, hold, improve, develop, operate, exploit, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage,

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TALLAHASSEE FLORIDA

grant security interests in, deal in, and loan or borrow money upon, alone or in conjunction with others, real and personal property, tangible and intangible, of every kind, character and description, or any interest therein, and all kinds and forms of securities, shares of capital stock, script, bonds, debentures, coupons, mortgages, notes, bills of exchange, acceptances, assignments, accounts, fees, evidences of indebtedness, obligations, trust certificates, warrants and certificates issued or created by or being claims against any corporation, association, limited liability company, partnership, syndicate, entity, or person, or governmental, municipal, or public subdivision, district or authority. The corporation may also be a partner in any business enterprise it would have power to conduct by itself and may carry on any permissible business enterprise either alone (whether as a principal, agent, contractor or otherwise), through a wholly or partly owned subsidiary, or in conjunction, through a joint venture or other arrangement, with any corporation, association, trust, firm or individual, and in addition may act as a General Partner in a Limited Partnership and/or in a General Partnership.

#### **ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of no-par value common stock.

#### **ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS**

The street address of the initial registered office of the corporation shall be 1200 South Pine Island Road, City of

Plantation, Florida 33324, and the name of the initial registered agent of the corporation at that address is CT Corporation.

#### **ARTICLE VI. TERM OF EXISTENCE**

The corporation is to exist perpetually.

#### **ARTICLE VII. OFFICERS AND INITIAL BOARD OF DIRECTORS**

The name and addresses of the initial Officers and Directors of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Alexander G. Langer: President	94 St. Rose Street Jamaica Plain, MA 02130
Alexander G. Langer: Treasurer	94 St. Rose Street Jamaica Plain, MA 02130
Alexander G. Langer: Secretary	94 St. Rose Street Jamaica Plain, MA 02130
Alexander G. Langer: Director	94 St. Rose Street Jamaica Plain, MA 02130

#### **ARTICLE VIII. BY-LAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

#### **ARTICLE IX. INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE X. INCORPORATOR**

The name and street address of the person signing these

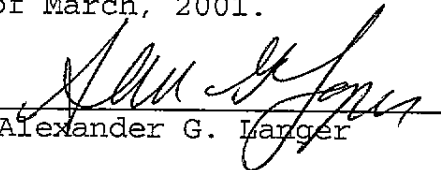
Articles of Incorporation as incorporator is:

Alexander G. Langer  
94 St. Rose Street  
Jamaica Plain, MA 02130

**ARTICLE XI. AGREEMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 5th Day of March, 2001.

  
Alexander G. Langer

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

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SportsmansChannel.com, Incorporated.
2. The name and address of the registered agent and office is:

CT Corporation System  
1200 South Pine Island Road  
City of Plantation, Florida 33324

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity as provided for in Section 607.0505 of the Florida Statutes. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

CT Corporation System

By: *Vicky Goldstein*  
**VICKY GOLDSTEIN**  
**SPECIAL ASSISTANT SECRETARY**

March 7, 2001  
DATE

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**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**