CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222 Art of Inc. File_ LTD Partnership File_____ Foreign Corp. File_____ L.C. File_ Fictitious Name File_____ Trade/Service Mark_____ Merger File_ Art. of Amend. File_____ RA Resignation____ Dissolution / Withdrawal_____ Annual Report / Reinstatement_____ Cert. Copy_ Photo Copy__ Certificate of Good Standing____ Certificate of Status_ Certificate of Fictitious Name_____ Corp Record Search_ Officer Search Fictitious Search Fictitious Owner Search_____ Signature Vehicle Search_ Driving Record_ J. BRYAN JUL 1 6 2001 UCC 1 or 3 File_ Requested by: UCC 11 Search_ Name UCC 11 Retrieval

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ARTICLES OF INCORPORATION

OF

HIGHFIELD ATHLETICS, INC.

ARCOLLEGE STATES OF STATES

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be HIGHFIELD ATHLETICS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 2979 Cool Breeze Circle, St. Cloud, Florida 34769.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of Ten Cents (\$0.10) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 225 East Robinson Street, Suite 660, Orlando, Florida 32801. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Gary S. Salzman, Esq. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Geoffrey E. Highfield	2979 Cool Breeze Circle St. Cloud, Florida 34769
ARTICLE VII - INITIAL BOARD OF DIRECTORS	
A. The initial number of direct	ctors of this Corporation shall be one (1).
B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).	
C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:	
Name	Address
Geoffrey E. Highfield	2979 Cool Breeze Circle St. Cloud, Florida 34769
ARTICLE VIII - INDEMNIFICATION	
This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.	
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Orange County, Florida, this day ofi, 2001.	

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:

Gary S. Salzman

Date: ___

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA