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LAW OFFICES OF
BRYN & ASSOCIATES
ATTORNEYS AND COUNSELORS AT LAW

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TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-0501
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September 20, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ATTENTION: New Filings

400004615804--0
-09/28/01--01021--003
*****87.50 *****87.75

400004615804--0
-09/28/01--01021--003
*****87.50 *****87.50

Re: BB Sports, Inc.

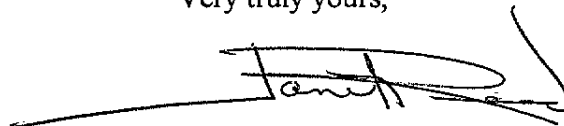
Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above referenced company for filing with corporate records.

Also enclosed is a check in the amount of \$87.50 in payment of the filing fee.

Should you have any questions please contact the undersigned.

Very truly yours,



Janet Reed
Paralegal

FILED
01 SEP 28 AM 11:31
DIVISION OF STATE
TALLAHASSEE, FLORIDA

B. BROWN OCT - 2 2001

ARTICLES OF INCORPORATION
OF
BB SPORTS, INC.

FILED
01 SEP 28 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **BB SPORTS, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is One hundred thousand (100,000) shares of capital stock, \$.001 par value per share, which capital stock is designated as Common Stock.

Prepared by:
Mark J. Bryn
FL Bar # 321842
2 S. Biscayne Blvd., #2680
Miami, FL 33131
(305) 374-0501

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation shall be three (3). The number of directors may be increased or diminished from time to time by a vote of the shareholders, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Paul S. Schattner	-	Director
6930 W. Cypresshead Drive		
Parkland, Florida 33067		

Mark J. Bryn	-	Director
2 S. Biscayne Blvd.		
Suite 2680		
Miami, Florida 33131		

Harvey Brodzki	-	Director
4150 N. Federal Highway		
Fort Lauderdale, FL 33308		

The name and address of the incorporator signing these Articles are:

Mark J. Bryn
2 South Biscayne Blvd.
Suite 2680
Miami, Florida 33131

ARTICLE VII

The name and address of the initial registered agent and the initial registered office are:

Mark J. Bryn
2 South Biscayne Blvd.
Suite 2680
Miami, Florida 33131

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ARTICLE VIII

The initial by-laws of the corporation shall be adopted by the directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time only by the shareholders of the corporation.

ARTICLE IX

The principal place of business of this corporation is:

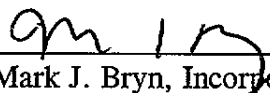
2 South Biscayne Blvd.
Suite 2680
Miami, Florida 33131

ARTICLE X

The mailing address of this corporation is:

2 South Biscayne Blvd.
Suite 2680
Miami, Florida 33131

EXECUTED at Miami, Florida, this 21st day of September, 2001.



Mark J. Bryn, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

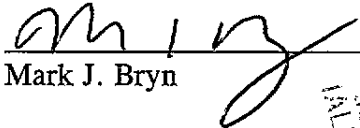
In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

Prepared by:
Mark J. Bryn
FL Bar # 321842
2 S. Biscayne Blvd., #2680
Miami, FL 33131
(305) 374-0501

BB SPORTS, INC. desiring to organize under the laws of the State of Florida, hereby designates Mark J. Bryn as its registered agent and 2 South Biscayne Boulevard, Suite #2680, Miami, Florida 33131, as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.


Mark J. Bryn

FILED
01 SEP 28 AM 11:31
STATE OF FLORIDA
TALLAHASSEE

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