

PO/000103248

TRANSMITTAL LETTER

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

800004651078--2  
-10/24/01--01023--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: RPM Sport, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00	\$78.75	\$78.75	Ⓢ\$87.50
Filing Fee	Filing Fee & Certificate of Status	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Shawn D. Preston  
Name (Printed or typed)  
7280 W. Palmetto Park Road, Suite 303  
Address  
Boca Raton, Florida 33433  
City, State & Zip  
(561) 447-8500  
Daytime Telephone number

FILED  
01 OCT 24 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

B. Mitchell OCT 25 2001

**ARTICLES OF INCORPORATION  
OF  
RPM SPORT, INC.**

FILED  
01 OCT 24 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this Corporation is RPM Sport, Inc.

**ARTICLE II  
PURPOSES**

This Corporation is organized to transact any and all lawful business permitted for such a corporation under Chapter 607 of the Florida Statutes.

**ARTICLE III  
STOCK**

This Corporation is authorized to issue 10,000 shares of common stock with a par value of \$.10 per share.

**ARTICLE IV  
REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 7280 W. Palmetto Park Road, Suite 303, Boca Raton, Florida 33433, and the name of the initial registered agent at that address is Morris Lewitter.

**ARTICLE V  
DIRECTORS**

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is Howard Trachtenberg, 7280 W. Palmetto Park Road, Suite 303, Boca Raton, Florida 33433.

**ARTICLE VI  
INCORPORATOR**

The name and address of the incorporator of this Corporation is Shawn D. Preston, 1351 SE 7<sup>th</sup> Avenue, Suite 208, Dania Beach, Florida 33004.

SHAWN D. PRESTON, ESQ.  
FLORIDA BAR NO. 161470  
1351 SE 7<sup>th</sup> AVENUE, SUITE 208

**ARTICLE VII  
ADDRESS**

The principal office and mailing address of the corporation is 7280 W. Palmetto Park Road, Suite 303, Boca Raton, Florida 33433.

**ARTICLE VIII  
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX  
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of October, 2001.

  
\_\_\_\_\_  
SHAWN D. PRESTON, Incorporator

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

  
\_\_\_\_\_  
Morris Lewitter

FILED  
01 OCT 24 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA