

PO2000131672

Frank Sheffield  
(Requestor's Name)

906 Thomasville Rd.  
(Address)

(Address)

Talla, FL 32303  
(City/State/Zip/Phone #)

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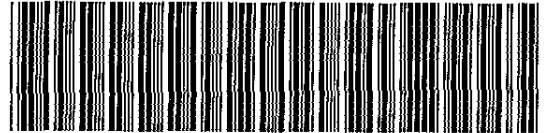
Zip Code Athletics, Inc.  
(Business Entity Name)

(Document Number)

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ARTICLES OF INCORPORATION  
OF  
ZIP CODE ATHLETICS, INC.

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ARTICLE I - NAME

The name of this corporation is ZIP CODE ATHLETICS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in the retail and wholesale sale and manufacture of clothing and other related goods, and to do anything necessary, proper, advisable, or convenient, for the accomplishment of said purposes, and to do all and other things incidental to them, or connected with them, that are not forbidden by the Florida corporation laws or by other laws, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the laws of that state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares that the corporation shall have

President                      Paris W. Nelson  
                                 18022 Royal Forest Drive  
                                 Tampa, Florida 33647

Secretary/Treasurer        Paris W. Nelson  
                                 18022 Royal Forest Drive  
                                 Tampa, Florida 33647

ARTICLE VI - DURATION

The period of duration of this corporation is perpetual.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Paris W. Nelson, 18022 Royal Forest Drive, Tampa, Florida, 33647.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto.

the authority to issue is Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as directed by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes.

#### ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation shall be located at 18022 Royal Forest Drive, Tampa, Florida 33647. The initial registered agent of this corporation shall be Frank E. Sheffield, Attorney at Law, 906 Thomasville Road, Tallahassee, Florida 32303.


#### ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida, or shareholder of the corporation. The number of directors may be increased from time to time by the by-laws. The name and address of the initial director of this corporation is:

ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation that may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder, all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 30 day of November, 2002.

  
PARIS W. NELSON

(SEAL)

STATE OF FLORIDA

COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared PARIS W. NELSON, who is to me well known to be the person described in and who executed and subscribed the above Articles of Incorporation, or provided me with PERSONALLY KNOWN as identification, and he did so freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth, and who

did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal at Tallahassee, Leon County, Florida, this 30 day of  
November, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC

Frank E. Sheffield

Typed Name

My Commission Expires:



Frank E. Sheffield  
MY COMMISSION # CC917538 EXPIRES  
July 9, 2004  
BONDED THRU TROY FAIN INSURANCE, INC

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, or 617.0501, 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 Zip Code Athletics, Inc.
2. The name and address of the registered agent and office is Frank E. Sheffield, Attorney at Law, 906 Thomasville Road, Tallahassee, Florida 32303.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT A PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

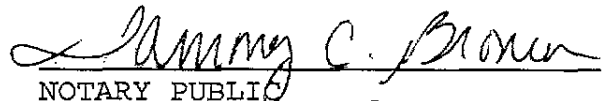
  
FRANK E. SHEFFIELD


Dated this 30 day of November, 2002.


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DIVISION OF CORPORATIONS

did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal at Tallahassee, Leon County, Florida, this 30 day of  
November, 2002.

  
NOTARY PUBLIC  
Tammy C. Brown  
Typed Name  
My Commission Expires:

 Tammy C. Brown  
MY COMMISSION # DD012929 EXPIRES  
March 27, 2005  
BONDED THRU TROY FAY INSURANCE, INC.

 Tammy C. Brown  
MY COMMISSION # DD012929 EXPIRES  
March 27, 2005  
BONDED THRU TROY FAY INSURANCE, INC.