

P03000020080

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

fergo sports, inc.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

H030000051806

Affidavit

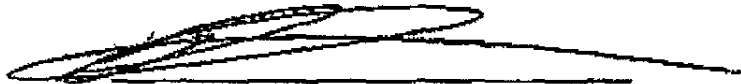
State of Florida
County of Dade

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SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
03 FEB 19 AM 1:48

BEFORE ME, this day personally appeared MacDonald Ferguson, who upon being duly sworn under oath, deposes and says as follows:

1. I am the President/Director of the Corporation known as Fergo Sports, Inc.
2. Fergo Sports, Inc., has been dissolved and there are no intentions of having this Corporation reinstated.
3. I do hereby release the name of the Corporation known as Fergo Sports, Inc.

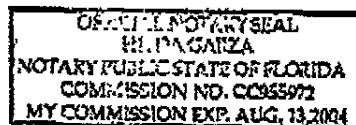
Further Affiant Sayeth Not.




MacDonald Ferguson

Sworn and Subscribed before me on this 10th day of Feb, 2003. Affiant has produced for identification purposes the following: _____

_____ and/or X was personally known by me.




Notary Public
State of Florida at Large
My Commission Expires:

H030000051806



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

February 14, 2003

EMPIRE CORPORATE KIT

SUBJECT: FERGO SPORTS, INC.
REF: W03000004399

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

See Article XI.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

FAX Aud. #: H03000051806
Letter Number: 903A00009996

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
FOR
FERGO SPORTS, INC.

The undersigned hereby associate for the purposes of forming a Florida corporation for the purposes of transacting business in the corporate form in accordance with the laws of the State of Florida and the Articles hereinafter set forth.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE II. NAME OF CORPORATION

The name of the Corporation formed by these Articles of Incorporation will be FERGO SPORTS, INC.

ARTICLE III. PURPOSES OF CORPORATION

The purpose of the Corporation created hereunder shall be to engage and transact any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. DURATION OF CORPORATION

The Corporation created hereunder shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved by a vote of a majority of the shareholders. On dissolution of the Corporation created hereunder, the Corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by said shareholder.

These Articles of Incorporation were prepared by:
Victor Rones, Law Offices of Rones & Navarro
16105 NE 18 Avenue, North Miami Beach, Florida 33162

ARTICLE IV. CAPITAL STOCK OF CORPORATION

The total number of shares of capital stock which the corporation hereunder shall be authorized to issue shall be NINE HUNDRED (900) shares. Said shares of stock shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V. INCORPORATOR OF CORPORATION

The name and address of the person signing these Articles of Incorporation is MACDONALD FERGUSON, c/o 16105 N.E. 18th Avenue, North Miami Beach, Florida 33162.

ARTICLE VI. BY-LAWS OF CORPORATION

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Law adopted by Shareholders, if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

ARTICLE VII. AMENDMENT OF ARTICLES

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

These Articles of Incorporation were prepared by:
Victor Rones, Law Offices of Rones & Navarro
16105 NE 18 Avenue, North Miami Beach, Florida 33162

ARTICLE IV - POWERS OF CORPORATION

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including the power to sell, mortgage, or pledge all or substantially all of its property and assets.

ARTICLE V - REGISTERED AGENT OF CORPORATION

The Registered Agent of this Corporation shall be VICTOR K. RONES, whose address is 16105 N.E. 18th Avenue, North Miami Beach, Florida, 33162.

ARTICLE VI - DIRECTOR(S) OF CORPORATION

The initial board of Director(s) for this Corporation and address(es) is(are): MACDONALD FERGUSON, c/o 16105 N.E. 18TH Avenue, North Miami Beach, Florida 33162.

ARTICLE VII - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be

16105 NE 18 Avenue, North Miami Beach, Florida 33162

These Articles of Incorporation were prepared by:
Victor Rones, Law Offices of Rones & Navarro
16105 NE 18 Avenue, North Miami Beach, Florida 33162.

ARTICLE 10. ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the corporation shall have all of the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, including any union, interest, or corporation, joint venture, or otherwise, with any persons, firm, or other corporation;

(b) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder who should desire to sell, transfer, or otherwise dispose of any shares in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such a purchase; provided, however, that the capital of the corporation may not be impaired;

(c) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such a purchase; provided, however, that the capital of the corporation may not be impaired;

(d) To enter into for the benefit of its employees, one or more of the following:

- (i) A pension plan;
- (ii) A profit-sharing plan;
- (iii) A stock bonus plan;
- (iv) A restricted stock option plan;
- (v) A medical reimbursement plan
- (vi) Other retirement or incentive compensation plan.

IN WITNESS WHEREOF, the undersigned as subscribing incorporator, has hereunto set his hand and seal on February 3, 2003 for the purpose of forming this corporation under the laws of the State of Florida, and hereby makes and files these Articles of Incorporation with the Secretary of State, thereby certifying that the facts herein stated are true and accurate to the best of his knowledge, information and belief.


MacDonald Ferguson, Incorporator

These Articles of Incorporation were prepared by:
Victor Rones, Law Offices of Rones & Navarro
16105 NE 18 Avenue, North Miami Beach, Florida 33162

STATE OF FLORIDA

COUNTY OF DADE

)
) SS.:
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FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
03 FEB 19 2004

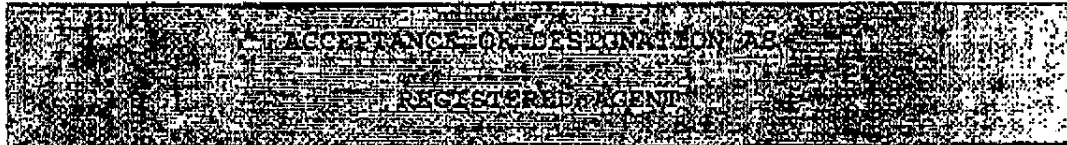
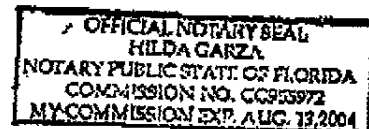
BEFORE ME, the undersigned authority, this day personally appeared, MACDONALD FERGUSON, who after being by me duly sworn, deposes and says that he is the person described in and who executed the foregoing Articles of Incorporation, and duly acknowledged to me that he executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at North Miami Beach, Dade County, Florida, on February 3, 2003.

Notary Public, State of Florida

My Commission Expires:

Printed Name of Notary: _____



I, the undersigned, named as Registered Agent in the Articles of Incorporation of FERGO SPORTS, INC., do hereby accept the designation as Registered Agent and agree to comply with all duties and with those requirements under Florida Law for serving in the position of Registered Agent of said corporation.

DATED at North Miami Beach, Dade County, Florida, on February 3, 2003.

VICTOR K. RONES, ESQUIRE

These Articles of Incorporation were prepared by:
Victor Rones, Law Offices of Rones & Navarro
16105 NE 18 Avenue, North Miami Beach, Florida 33162