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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

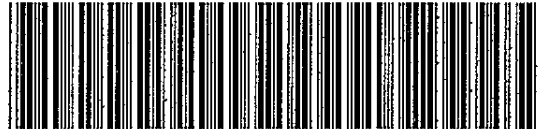
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03 MAY 27 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W-12440

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GAVE

AUTHORIZATION BY PHONE TO

CORRECT Art V

DATE 5/27/03

DOC. EXAM NA



The Walker Law Offices, P.A.

Attorneys & Counselors at Law
625 W. Union Street ~ Suite 3
Jacksonville, Florida 32202
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Willie J. Walker, Esq. ++
LaFonda E. Gipson, Esq. *

*Licensed in Fla. & Ga.
+Circuit Civil Mediator

Brunswick, GA Location
800 G Street
Brunswick, GA 31520
(912) 466-0363

May 21, 2003

Beth Register
Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

RE: BASKETBALL FACTORY, INC.

Dear Ms. Register:

Enclosed please find the corporate papers for Basketball Factory, Inc. We originally sent corporate papers for Basketball World, Inc. along with a check for \$78.75 as and for payment of the fee for this. When the papers for Basketball World, Inc. were returned to our office, you kept the filing fee check. Please use that check for this corporation.

Should you have any questions, comments or concerns, please do not hesitate to contact our office.

Sincerely,

LaFonda E. Gipson, Esquire

LEG/ldm

Enclosures

**ARTICLES OF INCORPORATION
OF
BASKETBALL FACTORY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, Chapter 607 Florida Statutes, do hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation is:

BASKETBALL FACTORY, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607 Florida Statutes, or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares of common stock which the corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall be with a par value of \$0.01.

ARTICLE V

The street address of the initial registered office of the corporation is

and the name of its initial registered agent is **LAFONDA E. GIPSON, ESQUIRE** and her address is 625 West Union Street, Suite #3, Jacksonville, FL 32202, which shall also serve as the principal place of business.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is three (3). The number of directors shall be fixed by the By-laws and may be changed from time to time. The names and address of said persons are:

Board of Directors

COLEN CHARLES BROWN	President	7925 Merrill Road Jacksonville, FL 32277
DONNA DICKSON	Vice President/Treasurer	7925 Merrill Road Jacksonville, FL 32277
RODNEY BROWN		5915 Glendale Chase Ct., #106 Charlotte, NC 28217

ARTICLE VII

The name and address of the incorporator is:

COLEN CHARLES BROWN	7925 Merrill Road Jacksonville, FL 32277
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IN WITNESS WHEREOF, the incorporator above named, have hereunto set his hand and seal, this 9 day of May, 2003.


COLEN CHARLES BROWN

STATE OF FLORIDA

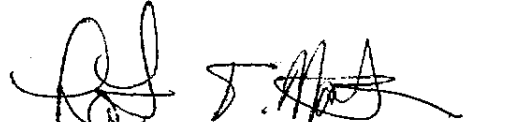
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared **COLEN CHARLES BROWN**, for whom, after first being duly sworn, deposed and states that he is the person

described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my official seal in the County and State named above, this 9th day of May, 2003.

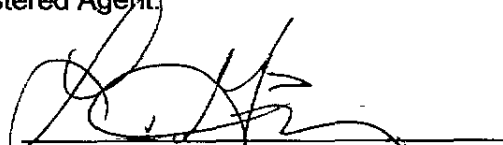



Notary Public

My Commission Expires:

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in the 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 am familiar with and accept the obligations of my position as Registered Agent.


LaFonda E. Gipson
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA