

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

FLORIDA PROFIT CORPORATION OR P.A.

Henley Sports Inc.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 01/01/01 BY 1010

ARTICLE I NAME

The name of the corporation shall be: Henley Sports Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is: 6655 Northwest Drive, Mississauga, Ontario L4V 1L1

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Sports ownership and management

ARTICLE IV SHARES

The number of shares of stock is: 100 shares of common stock

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Mario Forgione - President, Secretary and Treasurer
1409 Lakeshore Road East, Oakville, Ontario, L6J 1L9

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

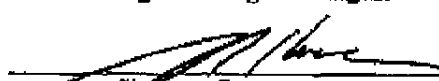
ARTICLE VII INCORPORATOR

The name and address of the Incorporator is: George E. Kuehn, Esq. - Butzel Long, P.C.
150 W. Jefferson, Suite 100
Detroit, MI 48226

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

Claudia L. Saari
Asst. Secretary 8/5/05
Date


Signature/Incorporator

August 5, 2005
Date

**ATTACHMENT TO
ARTICLES OF INCORPORATION OF
HENLEY SPORTS INC.**

ARTICLE VIII

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The Corporation shall indemnify to the fullest extent permitted by law, any person made or threatened to be made a party, to any action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact the he or she, or his or her testator or intestate, is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation. Neither any amendment nor repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.