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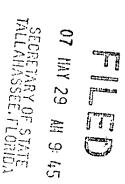
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LAW OFFICES OF

GRACE ANNE GLAVIN, P.A.

ATTORNEY AND COUNSELOR AT LAW

· 1340 TUSKAWILLA ROAD WINTER SPRINGS, FLORIDA 32708

Telephone (407) 699-1110 Telecopier (407) 699-1165

Date:

May 25, 2007

Re:

GPS SPORTS, INC.

To:

Florida Department of State, Division of Corporations

P.O. Box 6327,

Tallahassee, Florida, 32314,

Attachments:

Original and copy of Articles of Incorporation

Check for \$87.50 for filing and Certification of Good Standing

Instructions:

Please return a certified copy of the Articles of Incorporation

together with the Certificate of Good Standing..

Respectfully submitted

Grace Anne Glavin

GAG/wf Enclosure

ARTICLES OF INCORPORATION

FOR

GPS SPORTS, INC.



The undersigned, acting as incorporators for this business corporation pursuant to Chapter 607 of the Florida Statutes, hereby form a Business Corporation under the laws of the State of Florida and adopt the following Articles of Incorporation for such corporation.

ARTICLE I NAME OF CORPORATION

The name of the corporation shall be GPS SPORTS, INC.

ARTICLE II TERM OF EXISTENCE

This corporation shall begin its corporate existence as of the 25th day of May, 2007, and shall exist perpetually.

ARTICLE III GENERAL PURPOSE

The general purpose for which this corporation is organized shall be the conduct general services, sale of products and all things in connection therewith that are related under the laws of the State of Florida. The business of the corporation shall be limited to the foregoing activities.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any time is One Thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE V REGISTERED OFFICE, REGISTERED AGENT, AND PRINCIPAL OFFICE

The street address of the initial Registered Office of the corporation in the State of Florida will be 1340 Tuskawilla Road, Suite 106, Winter Springs, Florida 32708, and the name of the initial Registered Agent at such address is GRACE ANNE GLAVIN, ESQUIRE.

The street address of the Principal Office of the corporation is 1127 Nolton Way, Orlando, Florida 32822.

ARTICLE VI DIRECTORS AND INCORPORATORS

The initial number of Directors of this corporation shall be two (2). The number of Directors may be increased or diminished from time to time with Bylaws adopted by the shareholders but shall never be less than one (1).

The name and address of the incorporator of this corporation and initial member of the Board of Directors, who shall hold office for the first year of existence of this corporation, or until his successor is elected or appointed and is qualified, is:

NAME

ADDRESS

George Oliver, III Marva J. Steplight 2020 Applegate Drive, Ocoee, FL 34761 1127 Nolton Way, Orlando, Florida 32822.

ARTICLE VII AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon shareholder(s) if subject to this reservation.

ARTICLE VIII INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at Winter Springs, Florida, on the 25 day of May, 2007.

GEORGE OLIVER, III

MARVA J. STEPLIGIT

. STATE OF FLORIDA COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared GEORGE OLIVER, III, who has produced a Florida Driver's License No. <u>O LIG-300-67-075-0</u>, and MARVA J. STEPLIGHT, who has produced Florida Driver's License No.: <u>53(L-544-48-789-0</u>) as identification and who have executed the foregoing Articles of Incorporation, and they acknowledged that they subscribed the foregoing instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last aforesaid this 2007.

NOTARY PUBLI

[Notary stamp or seal]

Grace Anne Glavin
MY COMMISSION # DD223742 EXPIRES
June 21, 2007
BONDED THRUTROY FAIN INSURANCE, INC.

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091, Florida Statutes, the following is submitted in compliance with said Act; that GPS SPORTS, INC., desiring to organize under the Laws of the State of Florida, with its principal place of business at 1127 Nolton Way, Orlando, Florida 32822, has named GRACE ANNE GLAVIN, ESQUIRE, located at 1340 Tuskawilla Road, Suite 106, Winter Springs, Florida, as its Agent to accept service of process within Florida.

Acknowledgment

Having been named to accept service of process for the above stated corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said Statutes relative to the proper and complete performance of my duties.

DATED this 25 day of May, 2007.

GRACE ANNE OLAVIN