

P95000003529
LAW OFFICES OF JAMES P. COVEY, P.A.

**1111 S. Federal Highway, Suite 330
Stuart, Florida 34994
407-286-5820
FAX 407-286-1505**

**664 Azalea Lane, Suite B
Vero Beach, Florida 32963
407-231-0006
FAX 407-234-1422**

Address reply to:

Vero Beach

January 1, 1995

By U.P.S. Next Day Air

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: STUART SPORTS XCHANGE, INC.

**800001376759
-01/11/95--01124--015
****122.50 ****122.50**

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and Acceptance of Registered Agent for the above-referenced matter. I have also enclosed a check in the amount of \$122.50 for the filing fee.

Please file these documents as soon as possible and provide a time-stamped copy of the articles and a Certificate of Incorporation to my Vero Beach address.

Should you have any questions, please do not hesitate to call.

Sincerely,


James P. Covey, Esquire

JPC/jgc

Enclosures

CORP01.LET

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 11 PM 1:08

ARTICLES OF INCORPORATION
OF
STUART SPORTS XCHANGE, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 11 PM 1:08

ARTICLE I. CORPORATE NAME

The name of this corporation is: **STUART SPORTS XCHANGE, INC.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is sporting goods retailer, as permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

JAMES P. COVEY, P.A.
1111 S. Federal Hwy, Ste. 330
Stuart, Florida 34994

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address is:

LINLEY H. ALBRECHT
6591 SE Clairmont Place
Hobe Sound, Florida 33455

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) is/are elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

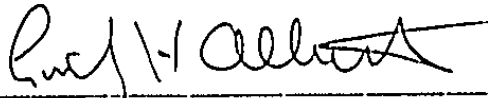
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

LINLEY H. ALBRECHT
6591 SE Clairmont Place
Hobe Sound, Florida 33455

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

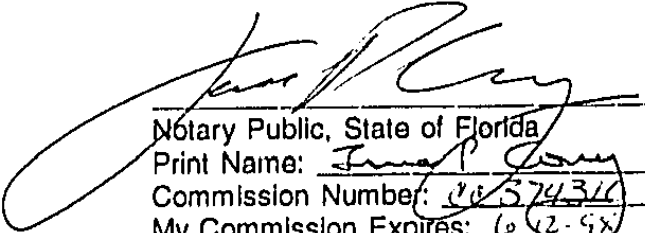
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 2nd day of January, 1992.



LINLEY H. ALBRECHT, Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

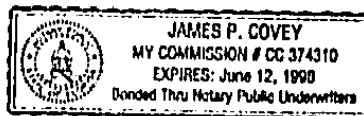
BEFORE ME, a Notary Public, personally appeared LINLEY H. ALBRECHT, to me known to be the person described as Incorporator, who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 2nd day of January, 1992.


Notary Public, State of Florida

Print Name: James P. Covey

Commission Number: 06574310

My Commission Expires: 6-12-98



ACCEPTANCE OF REGISTERED AGENT

That **STUART SPORTS XCHANGE, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 6591 SE Clairmont Place, Hobe Sound, Florida, has named **JAMES P. COVEY, P.A.**, 1111 S. Federal Hwy, Ste. 330, Stuart, Florida 34994, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


JAMES P. COVEY, P.A.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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