

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Sport - Flex, Inc

3000019065

C.C. FEE. DISBURSED
95 MAR 10 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Art. of Amend. File
Dissolution/Withdrawal
C U S - 95
Fictitious Name File

Name Reservation
Annual Report/Reinstatement **300001426943**
Reg. Agent Service **-03/10/95--01081--010**
Document Filing *******8.75 *****8.75**

Corporate Kit **300001426943**
Vehicle Search **-03/10/95--01081--009**
Driving Record *****122.50 ***122.50**
Document Retrieval

UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
File No.'s _____ Copies
Courier Service
Shipping/Handling
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () _____ pgs

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Donk\$1

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	<u>AAK</u>		

WALK-IN Will Pick Up 3-10 Will Wait

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

SPORT - FLEX, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **SPORT - FLEX, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1655 Swann Lake Rd., Bossier City, LA 71111.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares having a par value of \$.005 per share.

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TALLAHASSEE, FLORIDA

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is:

Gregory James Tamborello

4303 Carrollwood Village Dr., Tampa, FL 33624

Robert David Berkley

29 Echo Ridge, Haughton, LA 71037

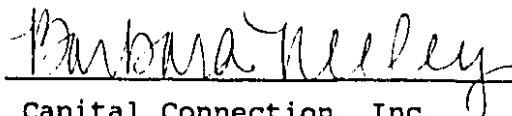
ARTICLE VII: SPECIAL PROVISION RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the shareholders in the corporation may not be resold or otherwise transferred to other persons without the written consent by all of the shareholders or unless first offered to the remaining shareholders of the

corporation. The price and terms at which, and the time within which those share may be offered and sold shall be further specified by written agreement among all of the shareholders of the corporation.

This Article shall not be interpreted as a restriction on the right of any shareholder to have his/her entire stock holding redeemed by the corporation. All stock certificates issued will be prominently marked "RESTRICTED," with notation made to the Articles of Incorporation and/or By-Laws of the corporation. Agreement by all the shareholders is deemed to override any provisions herein contrary to such Agreement.

The undersigned has executed these Articles of Incorporation this 10th day of March, 1995.

A handwritten signature in cursive script, reading "Barbara Neeley", is written over a horizontal line.

Capital Connection, Inc.

Barbara Neeley - President
Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is **SPORT - FLEX, INC.**

2. The name and address of the registered agent and office is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.


Capital Connection, Inc.

Barbara Neeley - President

Date: March 10, 1995

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