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**P9500023253**

ACCOUNT NO. : 072100000032

REFERENCE : 564200 120361A

AUTHORIZATION : *Patricia Pzyto*

COST LIMIT : \$ 122.50

ORDER DATE : March 22, 1995

ORDER TIME : 10:23 AM

ORDER NO. : 564200

000001486620

CUSTOMER NO: 120361A

CUSTOMER: Robert D. Martin, Legal Asst  
ELVER ABELL & HENDRY, P.A.

P. O. Drawer 2280

Labelle, FL 33935

DOMESTIC FILING

NAME: RIDDELL COOLING, INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

**T. BROWN** MAR 22 1995

FILED  
95 MAR 22 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
RIDDELL COOLING, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS

The name of this corporation shall be RIDDELL COOLING, INC.  
The initial principal office address shall be 12352 4th Street  
S.E., Fort Myers, Florida 33905.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be the  
time of the filing of these Articles of Incorporation by the  
Secretary of State. The corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of  
engaging in the transaction of any and all business activities  
permitted under the laws of Florida and the United States of  
America.

ARTICLE IV. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board Of  
Directors. The corporate Bylaws may be amended or repealed, in  
whole or in part, by the Board Of Directors in the manner provided  
therein, provided that they are not inconsistent with the  
provisions of these Articles of Incorporation. Any amendments to  
the corporate Bylaws shall be binding on this corporation's  
members.

ARTICLE V. INCORPORATORS

The name and address of the individual who shall serve as this corporation's incorporator is:

JAMES RAYFORD RIDDELL  
12352 4TH STREET S.E.  
FORT MYERS, FL 33905

ARTICLE VI. CAPITAL STOCK

This corporation shall have the authority to issue One Thousand (1,000) common par value shares of common capital stock.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

JAMES RAYFORD RIDDELL  
12352 4TH STREET S.E.  
FORT MYERS, FL 33905

#### ARTICLE IX. BOARD OF DIRECTORS

Except for the initial Board of Directors, the directors of this corporation must, at all times, be members of this corporation. Only a member of this corporation may serve as a trustee of this corporation.

The directors shall be elected annually by this corporation's members. The manner of the election of the directors shall be specified in the corporate Bylaws.

The directors named herein, comprising the initial Board Of Directors, shall hold office until their successors are duly qualified.

#### ARTICLE X. OFFICERS

A. The Officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other Officers as the Board may from time to time deem necessary. Any two (2) or more offices may be held by the same person. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the By-Laws.

B. The names of the Officers who are to manage the affairs of the Corporation until the annual meeting of the Corporation to be held in the year 1995 and until their successors are duly elected and qualified are:

President                      --     JAMES RAYFORD RIDDELL

Secretary/Treasurer --     JAMES RAYFORD RIDDELL

#### ARTICLE XI. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

Any action required or permitted to be taken by the Board Of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board Of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Directors without a meeting, and that these Articles Of Incorporation authorize the Board Of Directors to so act. Such a statement shall be prima facia evidence of such authority.

#### ARTICLE XII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE XIII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered agent's office shall be: 12352 4th Street S.E., Fort Myers, Florida 33905. The name of the individual who shall serve as initial registered agent of the corporation at that address is: JAMES RAYFORD RIDDELL.

ARTICLE XIV. AMENDMENT

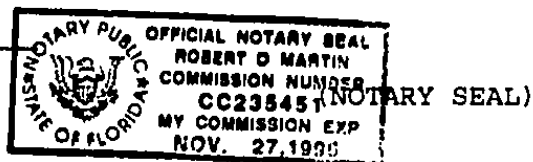
This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
JAMES RAYFORD RIDDELL, Incorporator

State of Florida  
County of Hendry

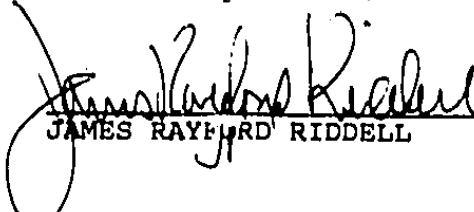
On this 15th day of March, 1995, JAMES RAYFORD RIDDELL, the individual designated above as the corporation's incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation. This individual is personally known to me and did take an oath.

  
ROBERT D. MARTIN  
Notary Public, State of Florida



CONSENT OF REGISTERED AGENT

JAMES RAYFORD RIDDELL of 12352 4th Street S.E., Fort Myers, Florida 33905, hereby consents to his designation as Registered Agent in the foregoing Articles of Incorporation.

  
JAMES RAYFORD RIDDELL

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA