

**LAW OFFICES OF**  
**TOMBERG & SPALL, P.A.**  
P.O. DRAWER EE  
628 S.E. 4th STREET  
BOYNTON BEACH, FLORIDA 33436

110010011-4458751  
-03/29/95-01100-001  
++++75.00++++75.00

FILED  
95 APR -5 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JeT/ah

Dmc  
4/6/95

~~3 30 95~~  
01

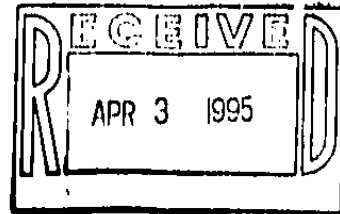


FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 30, 1995

JEFF TOMBERG, ESQ.  
P.O. DRAWER EE  
BOYNTON BEACH, FL 33435

SUBJECT: CARAJ, INC.  
Ref. Number: W95000006953



We have received your document for CARAJ, INC. and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6930.

Tim Murphy  
Corporate Specialist

Letter Number: 695A00014440

ARTICLES OF INCORPORATION  
of  
CARAJ U.S.A., INC.

FILED  
95 APR -5 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I -- Name

The name of this corporation is CARAJ U.S.A., INC.

Article II -- Duration

This corporation shall exist for a perpetual period of time.

Article III -- Purpose

This corporation is organized for the purpose of wholesale and retail purchase and sale of in-line skates and related products, and transacting any and all business which may be permitted under the laws of the State of Florida, and approved by the Board of Directors.

Article IV -- Capital Stock

This corporation is authorized to issue 100 shares of common stock at ten (\$10.00) dollar par value.

Article V -- Capital Stock Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Article VI -- Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at

the price at which it is offered to others.

Article VII -- Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1123 Royal Palm Beach Blvd., Royal Palm Beach, FL 33411. The name of the initial registered agent of this corporation at that address is RONALD J. ARENA.

Article VIII -- Principal Place of Business

The initial principal place of business is 1123 Royal Palm Beach Blvd., Royal Palm Beach, FL 33411. The mailing address is 1123 Royal Palm Beach Blvd., Royal Palm Beach, FL 33411.

Article IX -- Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

The name and address of the initial director of this corporation is as follows:

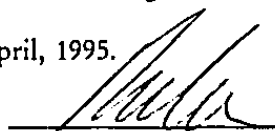
RONALD J. ARENA  
1123 Royal Palm Beach Blvd.  
Royal Palm Beach, FL 33411

Article X -- Incorporator

The name and address of the person signing these articles is:

RONALD J. ARENA  
1123 Royal Palm Beach Blvd.  
Royal Palm Beach, FL 33411

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of April, 1995.

  
\_\_\_\_\_  
RONALD J. ARENA

LS

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, duly licensed to administer oaths and take acknowledgements, personally appeared **RONALD J. ARENA**, who

           is personally known to me

produced \_\_\_\_\_ as identification

who after being duly sworn, on oath deposes and says that he has read the foregoing, and the facts contained therein are true to the best of his knowledge.

SWORN TO and subscribed before me this 3d day of April, 1995.

Adelle Holcomb  
NOTARY PUBLIC, State of Florida  
My commission expires:



**ADELE HOLCOMB**  
COMMISSION # CC 297723  
EXPIRES AUG 12, 1997  
Atlantic Bonding Co., Inc.  
800-732-3245


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted pursuant to F.S. 48.091.

CARAJ U.S.A., INC., organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 1123 Royal Palm Beach Blvd., Royal Palm Beach, FL 33411, has named RONALD J. ARENA, located at 1123 Royal Palm Beach Blvd., Royal Palm Beach, FL 33411, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in the Certificate, I hereby agree to accept in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
RONALD J. ARENA

LS