

995000033231

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

95

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: K W's Collegiate Merchandise, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

300001462549
-01/28/95-01007-002-9
***122.50 ***122.50

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

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

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY Ju _____

WALK-IN 4-28
Will Pick Up _____

JB 4/28/95

ARTICLES OF INCORPORATION

OF

K WES COLLEGIATE MERCHANDISE, INC.

FILED

95 APR 28 AM 8:54

The undersigned hereby executed these Articles of Incorporation for the purpose of becoming a corporation under and by virtue of the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges of immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be: K WES COLLEGIATE MERCHANDISE, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) To have and to exercise such general corporate powers as is now or may hereafter be given corporations organized under Chapter 607, Florida Statutes, 1975, and amended thereto.

(b) To maintain, operate, develop, produce, sell, manufacture and distribute sporting merchandise of every type. To improve, manage and operate real property; to build, construct and alter houses and other structures thereupon and develop real property generally; to buy sell and exchange real property, rent and lease real property, improved and unimproved; to make all mortgages on real property and borrow money thereon by mortgage or otherwise; loan money upon real property and take mortgages and assignment of mortgages on the same; to buy, sell and deal in bonds and loans secured by mortgages or other liens on real property, and carry on any of the above businesses or another business connected therewith; whether the same may be permitted by law, either manufacturing or otherwise, and to the same extent as the laws of this State confer upon corporations and organizations under said act, and to do any and all of the business above mentioned and set forth to the same extent as natural persons might or could do.

(c) To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(d) To conduct business in , have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other states and countries.

(e) To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments, to secure the payment or corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire to dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

ARTICLE III.

The maximum number of shares of stock of this corporation that is authorized to be outstanding at any one time is: ONE HUNDRED

SHARES of common stock, without nominal or par value. The consideration to be paid for each share shall be in money, property or services or as fixed by the Board of Directors.

ARTICLE IV.

The existence of this corporation shall be perpetual.

ARTICLE V.

The principal place of business of said corporation shall be 3801 Crown Point Road, Jacksonville, Florida 32257, with the privilege of having branch offices at any other place or places within or without the State of Florida.

ARTICLE VI.

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by a majority vote of the directors, but shall never be less than one (1).

ARTICLE VII.

The names and post office addresses of the First Board of Directors of this corporation who shall hold office until their successors are chosen shall be:

<u>Name</u>	<u>Post Office Address</u>
Wesley Hardin	3801 Crown Point Road Jacksonville, FL 32257
Betty Varnes	271 Mickler Road St. Augustine, FL 32084
Colin Varnes	1850 Forrest Hill Blvd. Suite 101 West Palm Beach, FL 33406

ARTICLE VIII.

The names and post office addresses of the Officers of this corporation who shall hold office until their successors are elected and qualified shall be:

<u>Name</u>	<u>Post Office Address</u>
Wesley Hardin President	3801 Crown Point Road Jacksonville, FL 32257
Betty Varnes Vice President for Operations	271 Mickler Road St. Augustine, FL 32084
Colin Varnes Secretary/Treasurer	1850 Forrest Hill Blvd. Suite 101 West Palm Beach, FL 33406

ARTICLE IX.

The name and post office address of the incorporator of these Articles of Incorporation is:

ARTHUR T. BOONE, P.A.
1221 King Street
Jacksonville, Florida 32204

ARTICLE X.

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 the Stockholders' Meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I, the undersigned, being the sole subscriber to these Articles of Incorporation, do hereby make and file these Articles of Incorporation, and declare and certify that the facts herein stated are true and accordingly, I have hereunto set my hand and seal at Jacksonville, Duval County, Florida, this 24 day of April, A.D., 1995.

ARTHUR T. BOONE, P.A.

By: [Signature]
ARTHUR T. BOONE, President.

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments this personally appeared ARTHUR T. BOONE, to me well known and known to me to be the person who subscribed to and signed the above and foregoing Articles of Incorporation and being by me first duly sworn acknowledged and stated that the above and foregoing Articles of Incorporation was subscribed to for the use and purpose therein expressed and that the facts therein are truly set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24th day of April, A.D. 1995, at Jacksonville, Florida.

[Signature]
Notary Public
My commission expires:



COLLEEN M. PAULY
MY COMMISSION # CC329132 EXPIRES
November 9, 1997
BOLDED THRU TROY FAIN INSURANCE, INC.

95 APR 28 AM 2 34

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Florida Statutes, the following is
submitted:

1. That K Wes Collegiate Merchandise, Inc. desiring to
qualify under the laws of the State of Florida, with its principal
place of business at 3801 Crown Point Road, Jacksonville, Florida
32257 has named Arthur T. Boone, P.A. located at 1221 King Street,
City of Jacksonville, State of Florida, as its Registered Agent to
accept service of process within the State of Florida.

DATED: April 24 , 1995

ARTHUR T. BOONE, P.A.

By: A.T. Boone
A.T. BOONE, President, sole
subscriber to the Articles
of Incorporation

Having been named to accept service of process for the above
stated corporation at the place designated above, I HEREBY AGREE
TO ACT in this capacity and agree to comply with the provisions of
all statutes relative to the proper and complete performance of my
duties.

DATED: April 24 , 1995

ARTHUR T. BOONE, P.A.

By: A.T. Boone
A.T. BOONE, President
Registered Agent

Sworn to and subscribed
before me this 24 day of
April, 1995.

Colleen M. Pauly
Notary Public, State of Florida

My commission expires:



COLLEEN M. PAULY
MY COMMISSION # CC329132 EXPIRES
November 9, 1997
BONDED THRU TROY FAIR INSURANCE, INC