

DAVID A. LUCZAK
ATTORNEY AT LAW, PA



Attorney at Law
and
Counselor

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3233 East Bay Drive
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Telephone: (813) 531-8989
Facsimile: (813) 536-8185

P95000034238

April 6, 1995

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-04/10/95--01050-012
***122.50 ***122.50

EFFECTIVE DATE
4-25-95

Secretary of State
Division of Corporations
Box 6327
Tallahassee, FL 32314

RE: Leisure Products Industries, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-referenced profit corporation. Please file these Articles and return a certified copy of same to this office. A check for \$122.50 for the filing fee is enclosed.

Thank you.

Sincerely yours,

DAVID A. LUCZAK, ATTORNEY AT LAW, PA

David A. Luczak

DAL:lsk

Enclosure

FILED
95 MAY -1 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

445-8168
4/17/95
Eggs. Data



RECEIVED APR 20 1995

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1995

DAVID A. LUCZAK, ESQ.
3233 EAST BAY DRIVE
SUITE 103
LARGO, FL 34641-1900

SUBJECT: LEISURE PRODUCTS INDUSTRIES, INC.
Ref. Number: W95000008168

We have received your document for LEISURE PRODUCTS INDUSTRIES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 695A00017775

DAVID A. LUCZAK
ATTORNEY AT LAW, PA



Attorney at Law
and
Counselor

Suite 103
3233 East Bay Drive
Largo, Florida 34641-1900
Telephone: (813) 531-8989
Facsimile: (813) 536-8185

April 25, 1995

Secretary of State
Division of Corporations
Box 6327
Tallahassee, FL 32314

RE: Leisure Products Industries, Inc.


Gentlemen:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-referenced profit corporation with a current effective date. I have also enclosed a copy of your letter to us of April 17, 1995. Please file these Articles and return a certified copy of same to this office. A check for \$122.50 for the filing fee was previously received by your office.

Thank you.

Sincerely yours,

DAVID A. LUCZAK, ATTORNEY AT LAW, PA


David A. Luczak

DAL:lsk

Enclosure

EFFECTIVE DATE

4-25-95

ARTICLES OF INCORPORATION

OF

LEISURE PRODUCTS INDUSTRIES, INC.

FILED
95 MAY -1 PM 4:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is LEISURE PRODUCTS INDUSTRIES, INC.

ARTICLE II

DURATION: This corporation shall have perpetual existence and shall begin its existence on the date of execution and acknowledgment of these Articles.

ARTICLE III

PURPOSE: This corporation is organized for the following purposes:

A. Manufacturing, distributing and marketing of leisure products;

B. To conduct the transaction of any or all lawful business which the corporation may be permitted to conduct under the laws of the State of Florida;

C. 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 franchise, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries;

D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required;

E. To purchase the corporate assets of any other corporation and engage in the same or other character of business;

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

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 1,000 shares of ONE (\$1.00) DOLLAR par value common stock, which shall be designated "Common Shares".

Capital stock may be paid for in cash, services or tangible or intangible property at a just value as may be fixed by the Board of Directors of the corporation without reduction being accomplished by any action requiring or making an amendment to these Articles of Incorporation.

ARTICLE V

PREFERENCES, LIMITATIONS AND RIGHTS OF SHARES OF CAPITAL STOCK:

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

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER: The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE VII

PREEMPTIVE RIGHTS: Every shareholder, upon the same for cash or 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered and principal office of this corporation is:

7855 - 126 Avenue North, Largo, Florida 34643.

The name of the initial registered agent of this corporation is:

MICHAEL J. REISCHMANN
7855 - 126 Avenue North
Largo, Florida 34643

ARTICLE IX

INITIAL BOARD OF DIRECTORS: This corporation shall have three (3) directors 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 (1). The names and addresses of the initial Directors of this corporation are:

PHILLIP H. WILLIAMS
R. MICHAEL ADLER
MICHAEL J. REISCHMANN
7855 - 126 Avenue North
Largo, Florida 34643

ARTICLE X

INCORPORATOR: The name and address of the person signing these Articles is:

MICHAEL J. REISCHMANN
7855 - 126 Avenue North
Largo, Florida 34643

ARTICLE XI

BYLAWS: The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XII

CUMULATIVE VOTING: At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII

SHAREHOLDER QUORUM AND VOTING: Fifty-One (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV

POWERS: This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV

MEETING BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVI

ACTION BY DIRECTORS WITHOUT A MEETING: The directors of this corporation may take action by written consent, as provided by law.

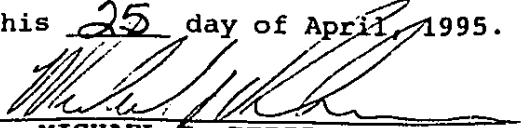
ARTICLE XVII

INDEMNIFICATION: This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XVIII

AMENDMENT: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

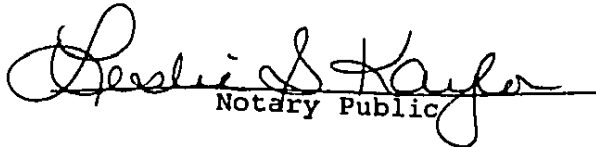
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 25 day of April, 1995.


MICHAEL J. REISCHMANN

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **MICHAEL J. REISCHMANN**, who is personally known to me and did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid, this 25 day of April, 1995.


Notary Public

My commission expires:



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

FILED
95 MAY - 1 PM 4:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

LEISURE PRODUCTS INDUSTRIES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Clearwater, County of Pinellas, State of Florida, has named MICHAEL J. REISCHMANN, located at 7855 - 126 Avenue North, Largo, Florida 34643, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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


MICHAEL J. REISCHMANN

DATE: April 25, 1995