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3006 MERIDIAN AVENUE
POST OFFICE BOX 136
DADE CITY, FL 33526
(904) 321-0777

GEORGE C. DAYTON
0901 1990

September 12, 1995

REPLY TO:
Brooksville

State of Florida
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

ENCLOSURE 158416.50
-09/14/95--01034--016
*****70.00 *****70.00

RE: Incorporation of OUTPRO, INC.

Dear Sir or Madam:

Please find enclosed the original of the Articles of Incorporation for the above corporation. Please file the original with your department.

We enclose our check in the amount of \$70.00 which covers your fees for filing the Articles and the Registered Agent Designation.

Thank you.

Yours very truly,

Charlie Luckie, Jr.
Charlie Luckie, Jr.

CLj/kls
Enclosures
cc: Mr. Matt F. Edwards

D. BROWN SEP 18 1995

ARTICLES OF INCORPORATION
OF
OUTPRO, INC.

The undersigned, for the purpose of forming a corporation under Chapter 607, the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is OUTPRO, INC. and the corporate existence shall commence as of the date of the filing of these Articles of Incorporation.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized is promotion of shows and displays of goods and services, promotional advertising, and to transact any other lawful business or businesses for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE FOUR

The aggregate number of shares of stock which the corporation is authorized to issue is Five Hundred (500). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share. The consideration to be paid for each such share shall be fixed by the corporation.

ARTICLE FIVE

The initial street address of the principal office of the corporation is 16640 N. Highway 301, Dade City, Florida 33525. The

street address of the initial registered office of this corporation is 16640 N. Highway 301, Dade City, Florida 33525. The name of the initial registered agent of this corporation at that address is MATT F. EDWARDS.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is two. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MATT F. EDWARDS	16640 N. Highway 301 Dade City, FL 33525
BRIAN SCHNIEDERS	11402 W. Queensway Drive Temple Terrace, FL 33617

ARTICLE SEVEN

The name and address of the incorporator signing these Articles is:


<u>NAME</u>	<u>ADDRESS</u>
MATT F. EDWARDS	16640 N. Highway 301 Dade City, FL 33525

ARTICLE EIGHT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

ARTICLE NINE

These Articles of Incorporation were executed at Brooksville,
Florida, on this 4th day of September, 1995.

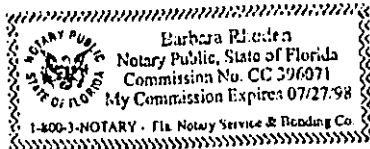

MATT F. EDWARDS, INCORPORATOR

STATE OF FLORIDA
COUNTY OF Pasco

The foregoing instrument was acknowledged before me this
4th day of September, 1995, by MATT F. EDWARDS, who is
personally known to me or who has produced NA
as identification.

My commission expiration
and commission number:


NOTARY PUBLIC
Barbara Rhoden



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That OUTPRO, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 16640 N. Highway 301, Dade City, Florida 33525, has named MATT F. EDWARDS whose address is 16640 N. Highway 301, Dade City, Florida 33525, as its agent to accept service of process within Florida.

Date:

9/4/95

By:

Matt F. Edwards
MATT F. EDWARDS, INCORPORATOR

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date:

9/4/95

By:

Matt F. Edwards
MATT F. EDWARDS, REGISTERED AGENT