

P9600000 7247

Suncoast Paralegal, Inc.

36318 U.S. 19 N • Palm Harbor, FL 34684-1328 • (813)786-9669 • Fax: (813)781-5412

January 16, 1996

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

FILED
95 JAN 19 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Greetings:

Enclosed please find two copies of Articles of Incorporation for Athletic Training Systems, Inc. Please file original in your office and return one copy. Enclosed is Seventy dollars for fee.

Thank you in advance. I remain,

900001693399
-01/19/96--01075--002
*****70.00 *****70.00

Sincerely,

Suncoast Paralegal, Inc.

BE 1/24

**ARTICLES OF INCORPORATION
OF
ATHLETIC TRAINING SYSTEMS, INC.**

FILED
25 JUN 19 4M 9:40
TALLAHASSEE, FLORIDA
STATE

ARTICLE I-NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **ATHLETIC TRAINING SYSTEMS, INC.**, and its principal place of business shall be located at 1986 Castille Dr., Palm Harbor, FL 34683.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock at One Dollar (\$1.00) par value, which shall be designed as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office address of this corporation is 1986 Castille Dr., Palm Harbor, FL 34683 and the name of the initial registered agent of this corporation at that address is **DEAN BAUER**.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have two (2) Directors who shall serve until their successor shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
DEAN BAUER	1986 Castille Dr. Palm Harbor, FL 34683

ARTICLE VIII - OFFICERS

The initial officers of the corporation shall be elected at the first meeting of the directors and shall serve until their successors shall be elected or appointed.

ARTICLE IX - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
DEAN BAUER	1986 Castille Dr. Palm Harbor, Florida 34683

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided 607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 1/11 1996

By: Dean Bauer /s/
DEAN BAUER, Incorporator

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

First, that **ATHLETIC TRAINING SYSTEMS, INC.** desiring to organize or qualify under the laws of the State of Florida, has named **DEAN BAUER** at 1986 Castille Dr., Palm Harbor, Florida 34683, as its agent to accept service of process within Florida.

Dated: 1/11, 1996

By: Dean Bauer
DEAN BAUER, Registered Agent

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in his certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: 1/11, 1996

By: Dean Bauer
DEAN BAUER, Registered Agent

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STATE DEPT OF STATE
TALLAHASSEE, FLORIDA