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Law Offices

ROWE and ROWE, P.A.

9471 Baymeadows Road, Suite 203

Jacksonville, Florida 32256

Robert L. Rowe, Jr.
R. Lee Rowe, III

Telephone (904) 730-2070
Facsimile (904) 730-2618

January 23, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

RE: PRO TECH SPORTS GROUP, INC.
Our File Number: 3666

Gentlemen:

Enclosed is an original and copy of the Articles of Incorporation of this proposed corporation. *Also, letter regarding name use.*

Please file the Articles of Incorporation and certify and return the copy.

A check for \$122.50 is also enclosed to cover the \$35.00 filing fee, \$52.50 fee for certified copy of the Articles of Incorporation and \$35.00 fee for registered agent.

Please call us collect if there are any problems.

**IF THERE ARE ANY PROBLEMS IN RELATION TO, OR WITH THE
REGISTERING OF THIS NAME FOR THIS CORPORATION PLEASE CALL
US COLLECT.**

LR:rgs
Enclosures

a:\protech\erb-hr2

Very truly yours

R. Lee Rowe, III

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN 26 PM 1:13

FILED

*advised that
must file reinstatement
quested statutes regarding
reinstatement - choose
not do so, -
OK to file per KB
Stalor / BE*

*SMIS
1/30/96*

9471 Baymeadows Road, Suite 203
Jacksonville, FL 32256

January 8, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

RE: Pro-Tech Sports Group, Inc.
Our File Number: 3666

Gentlemen:

The undersigned parties are the two incorporators and sole owners of Pro-Tech Sports Group, Inc., a Florida corporation which was filed on November 21, 1994, document # P94000085875. We are the only persons who have the rights to the name Pro-Tech Sports Group, Inc.

This letter will serve as our authorization to you to allow the filing of the corporation documents which are enclosed with this letter for the creation of a corporation using the same or a similar name.

IF THERE ARE ANY PROBLEMS WITH REGARD TO THE USE OF THIS NAME BY THE NEW CORPORATION (WHICH IS BEING FILED CURRENTLY) PLEASE CALL LEE ROWE AT 904 - 730-2070 AT ONCE.

Very truly yours,



R. Lee Rowe, III



Ned I. Price

LR/rgs
enclosure
a:\protech\acultr

ARTICLES OF INCORPORATION OF
PRO TECH SPORTS GROUP, INC.

FILED
96 JAN 26 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, hereby executes these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I. NAME AND MAILING ADDRESS

The name of this corporation is PRO TECH SPORTS GROUP, INC. and the business and mailing address are 9471 Baymeadows Road, Suite 203, Jacksonville, Florida 32256.

II. TERM OF EXISTENCE

This corporation is to exist perpetually.

III. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.

IV. CAPITAL STOCK

The maximum or aggregate number of shares this corporation is authorized to issue is 10,000 shares of common voting stock with a par value of \$1.00 per share.

V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9471 Baymeadows Road, Suite 203, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation at that address is Rowe and Rowe, P.A.


VI. DIRECTORS

This corporation shall have one (1) 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: R. LEE ROWE, III, 9471 Baymeadows Road, Suite 203, Jacksonville, FL 32256.

VII. INCORPORATORS

The name and address of the person signing these Articles is: R. LEE ROWE, III, 9471 Baymeadows Road, Suite 203, Jacksonville, FL 32256.

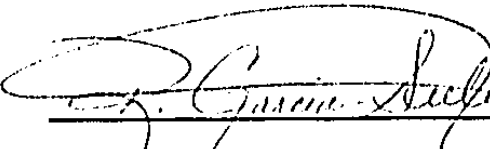
In witness whereof, I, the undersigned subscribing incorporator, have hereunto set my hand and seal on January 23, 1996.

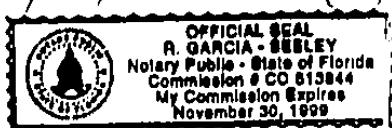


R. LEE ROWE, III

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me on January 23, 1996, by R. LEE ROWE, III, who is personally known to me and who did not take an oath.





ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Rowe and Rowe, P.A., hereby accepts the designation of Registered Agent for PRO TECH SPORTS GROUP, INC., a proposed Florida Corporation.

DATED January 23, 1996.

ROWE AND ROWE, P.A.

By 

It's Vice President

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96 JAN 26 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA