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JAMES A. BARKS  
ATTORNEY AT LAW  
SUITE 11  
1120 WEST FIRST STREET  
SANFORD, FLORIDA 32771

TELEPHONE (407) 321-1224

FAX (407) 321-1407

February 19, 1996

UNITED PARCEL SERVICE

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

9000001720413  
-02/21/96--01054--006  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Keys Sport Sales, Inc.

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$122.50, Articles of Incorporation, and copy of same.

Amounts on the enclosed check are broken down as follows:

\$35.00 - Filing Fee

\$35.00 - Designating Registered Agent

\$52.50 - Certified copy of Articles of Incorporation

Please file the enclosed Articles and return a certified copy of same to me in the enclosed prepaid United Parcel Service package at your earliest convenience.

Thank you for your assistance.

Very truly yours,

FEB 23 1996 BSB

JAB/jst

  
James A. Barks

Enclosures

FILED  
96 FEB 21 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KEYS SPORT SALES, INC.

**FILED**

96 FEB 21 AM 9:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: KEYS SPORT SALES, INC.

ARTICLE II. COMMENCEMENT AND DURATION

Corporate existence of this corporation shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida, and this corporation is to exist perpetually.

ARTICLE III. GENERAL PURPOSE

The general purpose of the business to be transacted by this corporation is to engage in any and all lawful business permitted under the Laws of the United States and the Laws of the State of Florida, except to do business as a bank, railroad, canal, or telephone or telegraph company.

ARTICLE IV. NUMBER OF SHARES

The maximum number of stock that this corporation is authorized to issue is: 1,000 shares of common stock with \$1.00 par value per share, said shares shall be of the same class without preference.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this corporation is 290 Manor Oaks Court, Sanford, Florida 32771, and the name of the initial registered agent of this corporation is DANIEL C. KEYSOR.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one

(1). The names and addresses of the initial directors of this corporation are:

DANIEL C. KEYSOR  
290 Manor Oaks Court  
Sanford, FL 32771

LAURA KAY KEYSOR  
290 Manor Oaks Court  
Sanford, FL 32771

#### ARTICLE VII. INCORPORATORS

The names and addresses of the persons signing these articles are:

DANIEL C. KEYSOR  
290 Manor Oaks Court  
Sanford, FL 32771

LAURA KAY KEYSOR  
290 Manor Oaks Court  
Sanford, FL 32771

#### ARTICLE VIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to these reservations.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 19 day of February, 1996.

Daniel C. Keysor  
Daniel C. Keysor, Incorporator

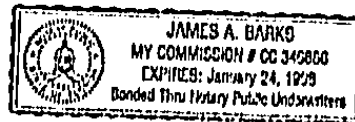
Laura K. Keysor  
Laura Kay Keysor, Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of February, 1996, by DANIEL C. KEYSOR, who is personally known to me.

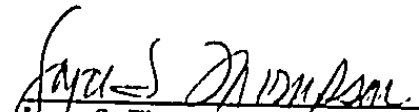
  
James A. Barks, Notary Public



STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of February, 1996, by LAURA KAY KEYSOR, who is personally known to me.

  
Joyce S. Thompson, Notary Public



JOYCE S. THOMPSON  
My Commission CC400011  
Expires Jun. 14, 1999  
Bonded by ANB  
UOI-052-5670

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
STREET ADDRESS OF THE OFFICE FOR SERVICE OF PROCESS  
WITHIN THIS STATE

Pursuant to Florida Statutes, this is to certify that KEYS SPORT SALES, INC., a corporation duly organized and existing under the Laws of the State of Florida, has named DANIEL C. KEYSOR, 290 Manor Oaks Court, Sanford, Florida 32771, as its agent to accept service of process within this State and the said address as the office for such service of process.

Daniel C. Keyser  
President

ACKNOWLEDGMENT

Having been named to accept service of process for the above State corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative thereto.

By: Daniel C. Keyser  
Registered Agent

FILED  
96 FEB 21 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA