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**MCGUIRE WOODS
BATTLE & BOOTHIE**

Barnett Center
Suite 2750, 50 North Laura Street
Jacksonville, Florida 32202-3635
Telephone/TDD (904) 798-3200 • Fax (904) 798-3207

May 8, 1996

SECRET
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Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed for filing with the Secretary of State are duplicate Articles of Incorporation for Signature Sports, Inc. I have enclosed our firm check in the amount of \$122.50 to cover the filing fee. Please return a certified copy to me.

If you have any questions, please call.

Sincerely yours,

Gresham R. Stoneburner

Gresham R. Stoneburner

GRS/wgb

Enclosures

cc: John B. Awad (w/encl)
Derek Brown (w/encl)

MAY 15 1996 BSB

MAY 15 1996

RECEIVED
95 MAY -9 AM 10:23
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SIGNATURE SPORTS, INC.

FILED
55 MAY -2 AM 10:23
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Signature Sports, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 1867 Edgewood Avenue, South, Jacksonville, Florida 32205.

Section 1.3 Mailing Address. The mailing address of the corporation is 1867 Edgewood Avenue, South, Jacksonville, Florida 32205.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is \$1,000 (One Thousand) shares of voting common stock having a par value of \$.01 (one cent) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is % Paine Webber, One Independent Drive, Second Floor, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Jonathan B. Awad.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have 2 (two) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jonathan B. Awad	1867 Edgewood Avenue, S. Jacksonville, FL 32205
Derek Brown	2265 E. Fallen Tree Drive Jacksonville, FL 32246

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors

or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

Gresham R. Stoneburner

ADDRESS

50 N. Laura Street, Suite 2750,
Jacksonville, Florida 32202

ARTICLE IX

INDEMNIFICATION

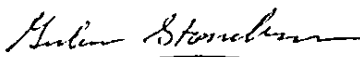
Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

AMENDMENT

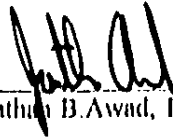
Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 8th day of May, 1996.


Gresham R. Stoneburner, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.



Jonathan B. Awad, Registered Agent

Date: May 8, 1996

1426 - SIGNATURE ON ARTICLES INC'

FILED
MAY -9 AM 10:23
TALLAHASSEE, FLORIDA