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WILLS, ESTATES AND ESTATE PLANNING
TAXATION
CORPORATIONS
REAL ESTATE

796000047117

THE FLORIDA BAR
THE GEORGIA BAR
THE NORTH CAROLINA BAR
THE DISTRICT OF COLUMBIA BAR

May 20, 1996

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

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-05/30/96--01006--010
***122.50 ***122.50

Re: XCEL ATHLETICS, INC.

Gentlepeople:

Please find enclosed the original and one copy of the Articles of Incorporation for the above referenced corporation. Also, please find enclosed the designation of registered agent and a check payable to yourselves in the amount of \$122.50 to cover the costs of filing.

When the Articles have been filed, return the certified copy to me at the above address. Thank you for your prompt attention to this matter.

Sincerely,


Michael L. Berger

MLB:mc

Enclosures

cc: Client

FILED
96 MAY 28 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-4-96
KR

ARTICLES OF INCORPORATION
OF
XCEL ATHLETICS, INC.

FILED
26 MAY 28 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and a natural person, does hereby subscribe to, acknowledge, and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

XCEL ATHLETICS, INC.

ARTICLE II

The nature of business of this corporation and the objects and purposes proposed to be transacted and carried on by it are as follows:

1. To manufacture, buy, sell, and otherwise transact business in the field of sporting goods.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
7500	\$1.00	Common

All of the said stock shall be payable in cash, property, (real or personal), labor or services in lieu of cash, at a just

valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered agent and the registered agent's address shall be:

MICHAEL L. BERGER, J.D., LL.M., P.A.
9990 S.W. 77TH Avenue
Miami, Florida 33156

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote thereafter, determine that the corporation be managed by the shareholders.

ARTICLE VII

The name and address of the first director of the corporation, who shall hold office until the first annual meeting of shareholders and until the director's successor is duly elected and qualified or until the director's earlier resignation, removal from office or death shall be:

Name

Address

RODOLFO GOMEZ

7798 N.W. 64 Street
Miami, Florida 33166

ARTICLE VIII

The name and address of the Subscriber and of the person signing these Articles, and the number of shares the subscriber agrees to take is:

<u>Name and Address</u>	<u>Number of Shares</u>
MICHAEL L. BERGER, J.D., LL.M., P.A. 9990 S.W. 77th Avenue Miami, Florida 33156	1

ARTICLE IX

The corporation's principal office and mailing address is as follows: 7798 N.W. 64 Street, Miami, Florida 33166

ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that such individual or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or

transaction with like force and effect as if such individual were not such a director or officer of such other corporation, or not so interested.

ARTICLE XI

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them, if any, for any indebtedness of such shareholder to the corporation.

ARTICLE XII

This corporation shall indemnify and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

There shall be no preemptive rights for any stock issued by this corporation.

IN WITNESS WHEREOF, the undersigned being the original Subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set our hands and seals this 20th day of May, 1996.

Michael A. King (L.S.)

COUNTY OF DADE

WITNESS my hand and official seal in the County and State
last aforesaid this 24th day of May, 1996.

Notary Public Signature

OFFICIAL NOTARY SEAL
MAGDALENA SOLA ADO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION P.O. 00317852
MY COMMISSION EXP. SEPT 22, 1997

Notary Public Printed Name

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that XCEL ATHLETICS, INC., desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named MICHAEL L. BERGER, J.D., LL.M., P.A., as its registered agent to accept service of process within this state. Further, the registered address of this corporation is 9990 S.W. 77th Avenue, Miami, Florida 33156.

By: *Michael L. Berger*

MICHAEL L. BERGER

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *Michael L. Berger*

MICHAEL L. BERGER, J.D., LL.M., P.A.
Registered Agent

FILED
96 MAY 28 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA