EMPTRE CORPORATE KIT JUN-02 09105 6/06/8 FURYON NTATPION OF PUBLIC_ACCE (((H9) ECTRONI TQ: CONTACT: BTORMONT RA' 904) PHONE: (305) \$41-3694 FAX: (305) 541-3770 (((H96000007841))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. NAME: TOLEDO SPORT, INC. FAX AUDIT NUMBER: H98000007841 CURRENT STATUS: REQUESTED DATE REQUESTED: 06/05/1990 TIME REQUESTED: 08:51:43

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METHOD OF DELIVERY: FAX CERTIFIED COPIES: NUMBER OF PAGES: 6 ACCOUNT NUMBER: 072450003255 ESTIMATED CHARGE: \$122.50 Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document. (((H96000007841))) ** ENTER 'M' FOR MENU, ** ENTER SELECTION AND (CR): Help F1 Option Menu F2 NUM CAPS Connect: 00:02:20

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ARTICLES OF INCORPORATION

OF

TOLEDO AFORT, ING.

SECRETARY OF STATE
SECRETARY OF STATE
ALLAHASSEE, FLORES

ARTICLE I.

HAME

The Name of the Corporation is TOLMDO SPORT, INC.

ARCICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commende at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Stewart A. Merkin, Esq. Rivergate Plaza, Suite 300 444 Brickell Avenue Miami, Florida 33131 Tel. (305) 358-5800 Fla. Bar No. 153444

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ARTICLE IV.

AUTHORIEND SMARRS

The aggregate number of shares which the Corporation shall have authority to issue are 1,000 shares with par value of \$1.00 per share.

ARTICLE V.

PREMIPTIVE RIGHTS DENIED

No holder of any shakes of the Corporation shall have any precaptive right to purchase, subscribe for or otherwise acquire any shakes of the Corporation of any class now or hereafter authorised, or any securities, exchangeable for or convertible into such shares, or any varrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation is 20400 N. E. 16th Place, North Miami Beach, Florida 35179.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is Rivergate Plane, Suite 300, 444 Brickell Avenue, Miami, Floride 33131. The initial registered agent at that address is STEMART A. MERKIN.

ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Lews.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shell be:

MAKE

ADDRESS

Jacky Toledo

20400 M. E. 16 Place North Miani Beach, PL 33179

Esther Toledo

20400 M. E. 16 Place North Mismi Beach, FL 33179

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIM, ESG., Rivergate Plays, Suite 300, 444 Brickell Avenue, Miami, Florida 32131.

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITHESE WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this _____ day of May, 1996.

STATE OF FLORIDA)

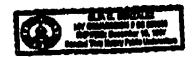
COUNTY OF DADE)

I HERESY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Merkin, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITHERS WHEREOF, I have hereunto set my hand and affixed my softicial seal on this 2 day of May, 1999

Florida at Large

My Commission Expires:



....

CERTIFICATE OF DESIGNATION

REGISTRAD AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0801, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

TOLEDO SPORT, INC.

The name and address of the Registered Agent and office is:

STEWART A. MERKIN, REQ.
RIVWPGATE PLANA, SUITE 300
444 SRICKELL AVENUE
MIAMI, PLORIDA 33131

Segnature
Frint Name: Jacky Toledo
Title: President
Dated: Ney 3, 1996.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HERESY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND 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 FOSITION AS REGISTERED AGENT.

SIGNATURE

A STATE OF THE STA

DATE

May 2/, 1996.