0966 (140 KM) (140 KM

OSO networks

FUNDATION OF THE TRANSPORT ACCOUNT NO. 1 072100000032

REFERENCE : 992940 10940A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: June 19, 1996

ORDER TIME : 11:17 AM

ORDER NO. : 992940

CUSTOMER NO: 10940A

CUSTOMER: John L Korthals, Esq

JOHN L. KORTHALS, P.A.

1401 E. Atlantic Boulevard

Pompano Beach, FL 33060

DOMESTIC FILING

NAME: ULTRA SPORT INTERNATIONAL,

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

Property Hailegal and Enhance of Surviving to a transmist of Promise Hole Its and good promise that Its and

1 CHEMENT 1:3676511 -05/19/96--01099--097 ****122,50 ****122,50

ARTICLES OF INCORPORATION

4

FREED DEVELOR OF STATE DEVELOR OF STATE

 $\Omega \mathbf{r}$

96 JUNIO 111 31 16

ULTRA SPORT INTERNATIONAL, INC.

Article 1 - Namo

The name of this corporation is ULTRA SPORT INTERNATIONAL,

Articlo 2 - Duration

This corporation shall exist perpetually.

Article 3 - Purpose

This corporation is organized to do any and all business permitted under the laws of the State of Florida.

Article 4 - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One (\$1.00) Dollar par value common stock.

Article 5 - Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 11400 West Sample Road, Coral Springs, Florida 33065. The initial Registered Agent of this corporation is John L. Korthals, Esquire, whose street address is 1401 East Atlantic Boulevard, Pompano Beach, Florida 33060.

Article 6 - Initial Board of Directors

This corporation shall have one 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:

ROBERT CHALICH 11400 West Sample Road Coral Springs, Florida 33065

Article 7 - Incorporator

The name and address of the person signing these articles is:

JOHN L. KORTHALS, ESQUIRE 1401 East Atlantic Boulevard Pompano Beach, Florida 33060

Article 0 - Voting Rights

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares.

Article 9 - By-Lawn

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

Article 10 - Calling of Special Meetings

Special meetings of the shareholders may be called in any manner provided by law or the by-laws.

Article 11 - Shareholder Quorum and Voting

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article 12 - Powers

The corporation shall have all the powers enumerated in the Florida General Corporation Act.

Article 13 - Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

Article 14 - Action by Directors Without a Meeting

The Directors of this corporation may take action by written consent, without a meeting, as provided by law.

Article 15 - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any

amendment heroto, and any right conformed upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this //w day of June, 1996.

JOHN L. KONTHALS, ESQUIRE

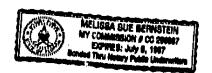
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN L. KORTHALS, ESQUIRE known to and by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid, this 10 day of June, 1996.

Meletra Treo Prinstern



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

organick orstate organia i obsessamines 96 July o 111 3: 16

The following is submitted pursuant to Chapters 48.091(1) and 607.034 of the Florida Statutos:

ULTRA SPORT INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, being in the County of Broward, at 11400 West Sample Road, Coral Springs, Florida 33065, has named JOHN L. KORTHALS, ESQUIRE, located at 1401 East Atlantic Boulevard, Pompano Beach, Florida 33060, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMEN! ':

Having been named to accept service of process for the above stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 A.M. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

DATED this 18 day of June 1996.

TOHN T. KORTHALS, ESQUIRE