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Law Office of

Allison and Heistand, P.A.

Paul K. Heistand

*William E. Allison
(1993-1998)*

*201 Second Avenue North
Post Office Box 120
St. Petersburg, Florida 33731*

*Telephone 813-592-4745
Fax 813-592-4448*

July 1, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314-6327

100001884151
-07/03/96--01109--004
****122.50 ****122.50

Re: Replay Sports, Inc.

Dear Sirs:

I would appreciate your courtesy in filing the enclosed Articles of Incorporation with your office. Enclosed please further find my firm's check in the sum of \$122.50 representing the fee for the following services:

\$ 35.00	Filing Fee
35.00	Registered Agent Designation
<u>52.50</u>	Certified Copy of Articles
<u>\$122.50</u>	Total

FILED
JUL -3 PM 3:45
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

As you can see from the foregoing, I would appreciate your courtesy in returning to me a certified copy of the corporate charter after it has been filed in your office.

Should you have any questions concerning this matter, please do not hesitate to contact me. Thank you for your courtesy in this regard.

Sincerely,

ALLISON AND HEISTAND, P.A.

Paul K. Heistand

Paul K. Heistand

AL JUL - 8 1996

PKH:jrb
Enclosures

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96 JUL -3 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

REPLAY SPORTS, INC.

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida as provided herein.

ARTICLE I NAME

The name of the corporation to be formed is:

REPLAY SPORTS, INC.

ARTICLE II TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation is organized for the following purposes:

1. To engage in the purchase, repair, resale, and distribution of previously-owned sports and other recreational equipment and facilities; to offer for sale to the general public all kinds and types of sports and leisure activity clothing, shoes, equipment, and related products; and to carry on for profit the general business of a retail sports store.

2. To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same, to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and security for the payment thereof by mortgage, trust deed, pledge, or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy or sell mortgages, trust deeds, pledges, contracts, and evidences of indebtedness; and to draw, make, accept,

endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferrable instruments, or obligations of the corporation, from time to time, for any of the objects and purposes of the corporation without restriction or limit as to amount.

3. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property in the State of Florida and in all other states and countries.

4. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by, any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

7. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments thereof; to do everything necessary or incidental to the protection and benefit of the corporation; and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

8. To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND SHARES (1,000) shares of ONE DOLLAR (\$1.00) each par value Common Stock, which shall be designated as "Common Shares".

All shares are to consist of one class only. No shares may be issued in series. There shall be no preemptive rights.

ARTICLES V REGISTERED AGENT AND OFFICE

The name and street address of the initial Registered Agent and initial Registered Office of the corporation are:

PAUL K. HEISTAND
221 Second Avenue North
St. Petersburg, FL 33701

ARTICLE VI PRINCIPAL OFFICE

The principal office and mailing address of the corporation are:

4950 Bayshore Boulevard
Unit 10
Tampa, FL 33611

ARTICLE VII DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time in the manner provided by the By-Laws, but shall never be more than nine (9) nor less than one (1). The name and address of the initial Board of Directors of this corporation are:

PHUC "DAVID" NGUYEN
4950 Bayshore Boulevard
Unit 10
Tampa, FL 33611

ARTICLE VIII INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation are:

PAUL K. HEISTAND
221 Second Avenue North
St. Petersburg, FL 33701

ARTICLE X AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner prescribed by the laws of the State of Florida.

ARTICLE XI CONTRACTS

No contract or other transaction between the corporation and any other corporation shall be affected by the fact that any Director of the corporation is interested in, or is a Director or Officer of, such other corporation, and any Director, either individually or jointly, may be a party to, or may be interested in, any contract or transaction of the corporation or in which the corporation is interested; and no contract or other transaction of the corporation with any person, firm, or corporation shall be affected by the fact that any Director of the corporation is a party or in any way connected with such person, firm, or corporation, and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or herself or any other firm, association, or corporation in which he may be in any way interested.

ARTICLE XII RESTRAINT ON ALIENATION OF SHARES

The shareholders of the corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

ARTICLE XIII ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the corporation shall have all of the following powers:

A. To enter into or become a partner in any arrangement for sharing profits, union of interest or corporation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of carrying on any business which the corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his or her stock in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the corporation is not impaired.

C. At its option, to purchase and acquire any or all of the stock owned and held by any deceased shareholder, in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the corporation is not impaired.

D. To enter into, for the benefit of its employees, Officers, or Directors, one or more of the following: (i) a pension plan, (ii) a profit-sharing plan, (iii) a stock bonus plan, (iv) a thrift and savings plan, (v) a restricted stock option plan, or (vi) other retirement or incentive compensation plans.

ARTICLE XIV ADOPTION OF BY-LAWS

The power to adopt, alter, amend, or repeal any or all of the By-Laws, or to adopt new By-laws, shall be vested in the Board of Directors; provided, however, that any By-law, or amendment thereto as adopted by a vote of the shareholders entitled to vote for the election of directors, or a new By-Law in lieu thereof, may be adopted by vote of such shareholders.

ARTICLE XV BY-LAWS AND CORPORATE MANAGEMENT

The corporation may in its By-Laws make any other provisions or requirements for the management or conduct of the business of the corporation; provided the same is not inconsistent with the provisions of these Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States of America.

ARTICLE XVI EXECUTIVE COMMITTEE

The Board of Directors shall have the power to enact By-Laws, subject to any By-Law enacted by the shareholders, providing for the appointment of an Executive Committee of the Board of Directors. The Board of Directors may define the duties of the Executive Committee, but if not otherwise defined by the Board of Directors, it shall have and exercise such of the powers of the Board of Directors, during the period of time between meetings of the Board of Directors, as may be lawfully delegated.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of July, A.D. 1996.



PAUL K. HEISTAND

STATE OF FLORIDA)
) ss.:
COUNTY OF PINELLAS)

SWORN TO AND SUBSCRIBED before me this 1st day of July, 1996, by
PAUL K. HEISTAND, who is personally known to me

My Commission Expires:




Signature of Notary Public
JUANITA R. BOOTHROYD
Printed Name of Notary Public

**ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT**

FILED

36 JUL -3 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, having been named in the foregoing Articles of Incorporation as the individual designated to accept service of process on behalf of the above corporation, at the Registered Office designated therein, does hereby accept such designation and agrees to act in such capacity and to comply with the provisions of the Florida law relating to keeping open said office and acting as Registered Agent.


PAUL K. HEISTAND, Registered Agent