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THISTING STREET ACCOUNT NO. : 072100000032

REFERENCE: 053203 7114261

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: August 14, 1996

ORDER TIME : 1:18 PM

ORDER NO. : 053203

CUSTOMER NO: 7114261

CUSTOMER: James C. Hinckley, Esq

JAMES C. HINCKLEY, ESQ

Suite 700

455 South Orange Avenue

Orlando, FL 32801

DOMESTIC FILING

NAME:

ULTIMATE SKATE SHOP, 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: Daniel W Leggett

EXAMINER'S INITIALS:

(8/4/90



96 AUG 14 PH 3: 22

ARTICLES OF INCORPORATION

OF

ULTIMATE SKATE SHOP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ULTIMATE SKATE SHOP, INC.

The address of the principal office of this corporation shall be 142 South Semoran Boulevard, Orlando, Florida 32807, and the mailing address of the corporation shall be the same.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 14, 1996.

CORPORATION SERVICE COMPANY

By: Jack Shelby



96 AUG 14 PH 3: 22

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Dack Shelby

GLS/dwl

6000067736

JAMES C. HINCKLEY

ATTONNINY AT LAW

NUITE 700 488 SOUTH CHANCE AVENUE

OMEANDO: PROBEDA 33801-3343

BOAND CENTIFIED WILLS, THUSTS A RETATES

TRESPRONS (407) 009-0049 FAX (407) 809-8000

January 6, 1997

AUNITTED IN PLOHIDA AND NEW YORK

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

600002060236---7 -01/16/97--01053--002 *****35.00 *****35.00

Re: The Ultimate Skate Shop, Inc.

Dear Sirs:

I enclose the Statement of Change of Registered Agent for the above referenced corporation, and a check in the amount of \$35.00.

Very truly yours,

JCH/wpf Encl.

James C. Hinckley

FRA FIR



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 24, 1997

JAMES C. HINCKLEY, ESQ. SUITE 700 455 SOUTH ORANGE AVENUE ORLANDO, FL 32801-3342

SUBJECT: ULTIMATE SKATE SHOP, INC.

Ref. Number: P96000067736

We have received your document for ULTIMATE SKATE SHOP, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 697A00003723

RECEIVED
97 JAN 31 AN 8: 05
JAN 31 AN 8: 05

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

- The name of the corporation is Ultimate Skate Shop, Inc.
- The name and address of its present registered agent is: Corporation Service Company
- The name and address of its registered agent is hereby changed to:

Chris Beck 427 Short Pine Circle Orlando, FL 32807

- The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
- 5. The President of the undersigned corporation is authorized by the Board of Directors to submit this statement of change.

Dated: August 23, 1996

Ultimate Skate Shop, Inc.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Registered Agent

Dated: 8/23/96