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P96000072856

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CORPORATION(S) NAME

DATE 1/30/99 Merger

ATHLETIC ATIC PROPERTIES, INC.

ATHLETIC ATIC RETAIL COMPANY

MERGING INTO: PREMIUM SPORTS, INC.

FILED
99 JAN 26 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ATHLETIC ATTIC RETAIL COMPANY, a Florida corporation M94628

ATHLETIC ATTIC PROPERTIES, INC., a Florida corporation 539412

INTO

PREMIUM SPORTS, INC., a Florida corporation, P96000072856.

File date: January 26, 1999 , effective January 30, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
1/30/99

99 JAN 26 PM 4:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
ATHLETIC ATTIC PROPERTIES, INC.,
a Florida corporation,
AND
ATHLETIC ATTIC RETAIL COMPANY,
a Florida corporation,
WITH AND INTO
PREMIUM SPORTS, INC.,
a Florida corporation

The undersigned, pursuant to Section 607.1105 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

I. Names of Corporations

The names of the corporations which are parties to the merger are Athletic Attic Properties, Inc., a Florida corporation ("AAP"), Athletic Attic Retail Company, Inc., a Florida corporation ("AAR"), and Premium Sports, Inc., a Florida corporation ("PSI"). PSI shall be the surviving corporation of the merger.

II. Plan of Merger

The merger of AAP and AAR with and into PSI shall be effected in accordance with the provisions of the Agreement and Plan of Merger attached hereto as Exhibit A and incorporated herein by this reference (the "Plan of Merger").

III. Effective Date of Merger

The merger shall become effective as of 11:59 p.m. on January 30, 1999.

IV. Approval of Plan of Merger

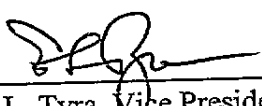
The Plan of Merger was unanimously adopted by the Board of Directors and shareholders of each of AAP, AAR and PSI on January 23, 1999.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, each of the undersigned have caused these Articles of Merger to be executed in its name by its duly authorized officer on this 23rd day of January, 1999.

ATHLETIC ATTIC RETAIL COMPANY

ATHLETIC ATTIC PROPERTIES, INC.

By: 
Eric L. Tyra, Vice President

By: 
Eric L. Tyra, Vice President

PREMIUM SPORTS, INC.

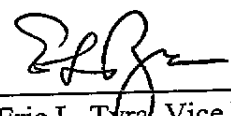
By: 
Eric L. Tyra, Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER
OF
ATHLETIC ATTIC RETAIL COMPANY,
A FLORIDA CORPORATION,
ATHLETIC ATTIC PROPERTIES, INC.,
A FLORIDA CORPORATION,
AND
PREMIUM SPORTS, INC.,
A FLORIDA CORPORATION

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of this 23rd day of January, 1999 (the "Agreement") by and among Athletic Attic Retail Company, a Florida corporation ("AA Retail"), Athletic Attic Properties, Inc., a Florida corporation ("AA Properties"), and Premium Sports, Inc., a Florida corporation ("Premium"). AA Retail and AA Properties are hereinafter collectively referred to as the "Merged Corporations," and the Merged Corporations and Premium are sometimes hereinafter collectively referred to as the "Constituent Corporations."

RECITALS:

The Board of Directors and the sole shareholder of each of the Constituent Corporations have determined that it is advisable and the best interests of each of the Constituent Corporations, respectively, that the Merged Corporations shall merge with and into Premium upon the terms and conditions herein provided and pursuant to Section 607.1101 of the Florida General Corporation Act (the "Florida Act").

AGREEMENT:

In consideration of the mutual agreements and covenants set forth herein, each of the Constituent Corporations hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

THE MERGER

1.01 *Merger.* In accordance with the provisions of this Agreement and the Florida Act, the Merged Corporations shall be merged with and into Premium (the "Merger"), whereupon the separate existence of each of the Constituent Corporations shall cease and Premium shall be, and is hereinafter sometimes referred to as, the "Surviving Corporation."

1.02 *Filing and Effectiveness.* The Merger shall become effective at 11:59 p.m. on January 30, 1999. The date and time when the Merger shall become effective, as aforesaid, is herein referred to as the "Effective Date of the Merger."

1.03 *Effect of the Merger.* On the Effective Date of the Merger, the separate existence of the Merged Corporations shall cease, and Premium, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger; (ii) shall be subject to all actions previously taken by its and the Merged Corporation's Board of Directors; (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of the Merged Corporations; (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger; and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of the Merged Corporations in the same manner as if Premium had itself incurred them.

ARTICLE II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.01 *Certificate of Incorporation.* The Certificate of Incorporation of Premium as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.02 *Bylaws.* The Bylaws of Premium as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.03 *Directors and Officers.* The directors and officers of Premium immediately prior to the Effective Date of the Merger, shall be the directors and officers of the Surviving Corporation.

ARTICLE III

MANNER OF CONVERSION OF SHARES

3.01 *Capital Stock of the Merged Corporations.* On the Effective Date, all of the issued and outstanding shares of the capital stock of the Merged Corporations shall, without any action of the holder thereof, be canceled and of no effect. Such shares shall at the earliest practicable time be surrendered to the Merged Corporations for cancellation. No shares of the Surviving Corporation shall be issued in respect of the canceled shares of the Merged Corporations.

3.02 *Capital Stock of the Surviving Corporation.* On the Effective Date, by virtue of the merger and without any action on the part of either of the Constituent Corporations or their shareholder, the issued and outstanding shares of capital stock of Premium immediately prior to the

Effective Date shall constitute all of the issued and outstanding shares of capital stock of the Surviving Corporation. The certificates representing shares of Premium shall, without any action on the part of the holder thereof, be deemed to represent the number of shares of the Surviving Corporation.

ARTICLE IV

GENERAL PROVISIONS

4.01 *Further Assurances.* From time to time, as and when required by Premium or by its successors or assigns, there shall be executed and delivered on behalf of the Merged Corporations such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or confirm of record or otherwise by Premium the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Merged Corporations and otherwise to carry out the purposes of this Agreement, and the officers and directors of Premium are fully authorized in the name and on behalf of the Merged Corporations or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.03 *Abandonment.* At any time before the filing of Articles of Merger with the Secretary of State of the State of Florida, this Agreement may be terminated, and the Merger may be abandoned for any reason whatsoever by the Boards of Directors of the Constituent Corporations.

4.04 *Amendment.* The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of Articles of Merger with the Secretary of State of the State of Florida.

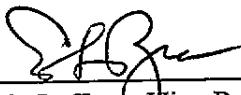
4.05 *Governing Law.* This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

4.06. *Counterparts.* In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

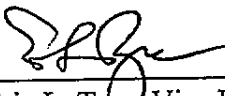
[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, this Agreement, having first been approved by the resolutions of the Board of Directors and the sole shareholders of each of the Constituent Corporations, is hereby executed on behalf of each of such corporations and attested by their respective officers thereunto duly authorized, under penalties of perjury, hereby declaring and certifying that this is their act and deed and the facts herein stated are true.

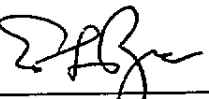
ATHLETIC ATTIC RETAIL COMPANY

By: 
Eric L. Tyra, Vice President

ATHLETIC ATTIC PROPERTIES, INC.

By: 
Eric L. Tyra, Vice President

PREMIUM SPORTS, INC.

By: 
Eric L. Tyra, Vice President