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GAINESVILLE OFFICE:
JACK M. ROSS - OF COUNSEL

TAVARES OFFICE:
STEPHEN C. BIRR - OF COUNSEL

August 30, 1996

The Honorable Jim Smith
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-03/04/96--01159--006
****122.50 ****122.50

Re: Incorporation of Wintersport Products, Inc.

Dear Sir:


Enclosed are the original and one duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been executed and acknowledged by the Incorporator in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify it, and return same to my office.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Articles of Incorporation, and the \$35.00 for filing the designation of registered agent.

Very truly yours,

BIRR, KING & GRIFFITH, P.A.


ROBERT L. KING

FILED
96 SEP -3 PM 2:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RLK:cn
Enclosures
Corp/stoltz/6

70 SEP 6 1996

ARTICLES OF INCORPORATION
OF
WINTERSPORT PRODUCTS, INC.

FILED
96 SEP -3 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby subscribe to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is Wintersport Products, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,000 shares of \$1.00 par value common stock.

ARTICLE V - REGISTERED AGENT

The street address of the initial registered office of this corporation is 3333 N.E. 34th St., Apt. 115, Ft. Lauderdale, Florida 33308, and the name of the initial registered agent of this corporation at that address is James V. Stoltz.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2854 H Stirling Road
Hollywood, Florida 33020

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors 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 names and addresses of the initial directors of this corporation are: James V. Stoltz, 3333 N.E. 34 St., Apt. 115, Ft. Lauderdale, FL 33308 and Tony J. Zeeb, 19790 W. Dixie Highway, Apt. 17, Miami, Florida 33180.

ARTICLE VIII - INCORPORATOR

The names and addresses of the people signing these Articles are James V. Stoltz, 3333 N.E. 34 St., Apt. 115, Ft. Lauderdale, Florida 33308 and Tony J. Zeeb, 19790 W. Dixie Highway, Apt. 17, Miami, Florida 33180.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 29th day of August, 1996.

James V. Stoltz
James V. Stoltz, Incorporator

Tony J. Zeeb
Tony J. Zeeb, Incorporator

STATE OF FLORIDA)
 :
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 29th day of August, 1996, by James V. Stoltz, (X) who is personally known to me or () who has produced _____ as identification.

NOTARY PUBLIC:



ROBERT L. KING
My Commission CC394934
Expires Sep. 03, 1998

Sign Robert L. King
Print Robert L. King
Notary Public, State of Florida
at Large

My commission expires:

STATE OF FLORIDA)
 :
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 29th day of August, 1996, by Tony J. Zeeb, () who is personally known to me or (X) who has produced Florida drivers license as identification.

NOTARY PUBLIC:



ROBERT L. KING
My Commission CC394934
Expires Sep. 03, 1998

Sign Robert L. King
Print Robert L. King
Notary Public, State of Florida
at Large

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Wintersport Products, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at city of Hollywood, state of Florida, has named James V. Stoltz, located at 3333 N. E. 34th Street, Apt. 115, Ft. Lauderdale, Florida 33308, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, 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.


James V. Stoltz

Dated: AUG. 29, 1996

FILED
96 SEP -3 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA