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February 18, 1997

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

SUBJECT: Soccer Resource Group, Inc.

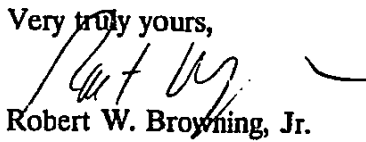
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*****35.00 *****35.00

Gentlemen:

Enclosed are two copies of the Restated Articles for the above corporation along with the certificate required by the Florida statutes.

Would you please stamp and return the copy to me in the enclosed envelope following approval.

Very truly yours,

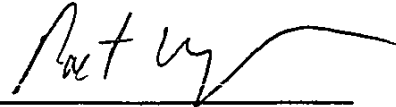

Robert W. Browning, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Spoke w/ Mr. Browning,
told me to add
'Vice Chairman'.

CERTIFICATE

The undersigned, being a director of Soccer Resource Group, Inc. (the "Corporation"), hereby certifies that the Restated Articles of Incorporation of the Corporation attached hereto do not contain any amendments requiring the approval of the shareholders and that the Board of Directors adopted the Restated Articles on February 17, 1997.



Robert W. Browning, Jr., Director

Vice Chairman

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TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SOCCER RESOURCE GROUP, INC.

ARTICLE ONE. NAME

The name of the corporation is **SOCCER RESOURCE GROUP, INC..**

ARTICLE TWO. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE THREE. POWERS

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

ARTICLE FOUR. CAPITAL STOCK

This corporation is authorized to issue 10,000,000 shares of voting common stock with a par value of \$.01 per share.

This corporation is also authorized to issue 1,000,000 shares of non-voting preferred stock with a par value of \$ 1.00 per share, said shares to be entitled to the following rights:

- (a) the preferred shares shall be entitled to receive dividends at the annual rate of 6% out of any funds legally available for this purpose, as and when declared by the board of directors. The dividends shall be payable on an annual basis and shall be non-cumulative.
- (b) as long as any preferred shares shall be outstanding, no dividend, whether in cash or property, shall be paid or declared on any of the common shares.
- (c) the preferred shares may be redeemed, in whole or in part, at par value, at the option of the corporation by vote of the Board of Directors.

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TALLAHASSEE, FLORIDA

(d) in the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, the preferred shareholders shall be entitled to be repaid in full (ie, to the extent of the par value of their preferred shares) before any distribution or payment shall be made to the holders of the common shares of the corporation and, thereafter, the remaining assets and funds shall be distributed wholly to the common shareholders based on their common stock ownership.

(e) in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the corporation, if the assets are insufficient to prevent the full payment to the preferred shareholders, said preferred shareholders shall share ratably in any distribution of assets in proportion to their ownership of the preferred shares.

ARTICLE FIVE. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 711 Cattlemen Rd., Sarasota, FL 34232.

ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 Second St., Suite 755, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

ARTICLE SEVEN. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

ARTICLE EIGHT. INCORPORATOR

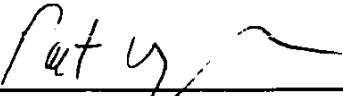
The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney
1800 Second St., Suite 755
Sarasota, Fl. 34236

ARTICLE NINE. AMENDMENT

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

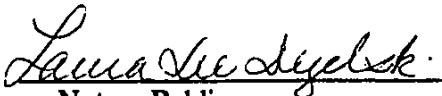
The undersigned director has executed these Amended and Restated Articles of Incorporation this 17th day of February, 1997.



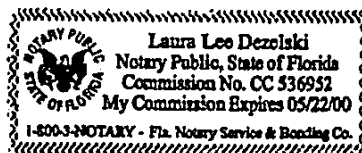
Robert W. Browning, Jr., Director

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17th day of February, 1997, by Robert W. Browning, Jr., who personally appeared before me and is personally known to me.



Notary Public



**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
SOCCER RESOURCE GROUP, INC.**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and 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.

DATED: February 17, 1997

A handwritten signature in dark ink, appearing to read "R. W. Browning, Jr.", written over a horizontal line.

ROBERT W. BROWNING, JR.