October 4, 1996 P96000084987

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

Re: 44 Sportswear, Inc.

Gentlemen/Ladies:

Please accept the enclosed Articles of Incorporation for the above referenced corporation. Enclosed please find a check in the amount of \$122.50 covering the incorporation costs.

Your prompt response is greatly appreciated. Please send all correspondence to the address indicated on the Articles of Incorporation.

Sincerely,

Stove Sterlo

Enclosures

800001973288---4 -10/15/96--01012--011 ****122.50 ****122.50

10/15

Articles of Incorporation 44 Sportswear, Inc.

Article I

The name of the corporation is: 44 Sportswear, Inc.

Article II

This corporation shall have perpetual existence.

Article III

This corporation organized for the purpose of engaging is such businesses as the corporation elects to so engage, and any and all lawful commercial types of business, and further said corporation shall engage in any and all related fields necessary to accomplish said purposed hereinabove set forth, and shall further engage in any activity permitted under the laws of the State of Florida and of the United States of America.

Article IV

This corporation is authorized to issue Five Hundred (500) shares of common stock at one dollar (\$1.00) par value.

Article V

The street address of the initial registered and principal office of this corporation is 1690 Fitzpatrick Point, Sanford, Florida 32771; and the name of the initial registered agent of this corporation is Steve Stepp.

Article VI

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

Article VII

The incorporator will be:

Steve Stepp

1690 Fitzpatrick Point Sanford, Florida 32771

Articles of Incorporation 44 Sportswear, Inc.

Article VIII

The officers of this corporation who shall hold office during the first year of the corporation's existence or until their successors, are as follows:

Office

Name and Address

President

Steve Stepp

1690 Fitzpatrick Point Sanford, Florida 32771

Secretary/Treasurer

Kim Stepp

1690 Fitzpatrick Point Sanford, Florida 32771 CONFIDENCE STATIONS

Article [X

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

IN WITNESS whereof, the undersigned incorporator has executed these Articles of Incorporation on this ______ day of October, 1996 A.D.

I, the undersigned incorporator, hereby am familar with and accept the duties and responsibilities as registered agent for said corporation.

Witness

Steve Stepp

STATE OF FLORIDA COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared STEVE STEPP, who, being by me first duly sworn and is personally known to me, acknowledged before me that he executed the foregoing Articles of Incorporation as his free and voluntary deed for the purposes described therein.

SWORN TO AND SUBSCRIBED before me this 9 day of October, 1996 A.D.

CLAIRE D. YOUNG
My Comm Exp. 6/20/99
Bonded By Service Ins
No. CC474284

Notary Public, State of Florida

P96000084987



Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002191324--5 -05/27/97--01062--016 ******96.25 ******96.25

May 20, 1997

Please amend the following Article for 44 SPORTSWEAR, INC., Charter Number P 96000084987.

Enclosed, please find a check in the amount of \$96.25. This is to cover the \$35.00 filing fee, the \$52.50 certified copy fee, and the \$8.75 certificate of status fee.

Thank you.

Sincerely.

Steve Stepp President

Enclosure

FILE D 97 MAY 27 AM 11: 04 SECRETARY OF STATE AHASSEE, FLORIDA

name crarge

1690 FITZPATRICK POINT SANFORD, FL 3277! PH: 800-849-7922 FAX: 407-328-7941

FILED

97 MAY 27 AH 11: 04

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

44 SPORTSWEAR, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named Corporation, (the "Corporation), filed with the Department of State of the 14th day of October, 1996, and assigned Charter Number P 96000084987 are hereby amended pursuant to the written consent in lieu of meeting executed by the holders of all of the Corporation's Common Stock and all of the Corporation's Directors on the 20th day of May, 1997, as follows:

ITEM I

1. NAME. Article I is hereby amended to read as follows:

ARTICLE I

CORPORATION NAME

The name of the Corporation is:

VELOCITY SPORTSWEAR, INC.

The Articles of Amendment to the Articles of Incorporation was adopted by the shareholders and directors on the 20th day of May, 1997.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Amendment to the Articles of Incorporation this 20th day of May, 1997.

44 Sportswear, Inc.

STATE OF FLORIDA) COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me this 2/5t day of May, 1997, by Steve Stepp, President, on behalf of the Corporation. He is personally known.

IN WITNESS WHEREOF, I here sign and set my seal

CLAIRE D. YOUNG My Comm Exp. 6/20/99 Bonded By Service In No. CC474284

Notary Public, State of Florida at Large

My Commission Expires: