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STEPHEN K. MOONLY  
CHERYL A. ROBERSON

November 4, 1996

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

900001998159--7  
-11/06/96--01103--010  
\*\*\*\*131.25 \*\*\*\*131.25

Re: J. Cool, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check in the amount of \$131.25. This check will cover a filing fee, certified copy and certificate.

Thank you for your assistance with this matter.

Very truly yours,

  
Harold S. Lippes

HSL/ccv  
Enclosures

21003.1

RECEIVED  
TALLAHASSEE, FLORIDA

NOV - 6 AM 9:56

NOV - 8 1996

ARTICLES OF INCORPORATION  
OF  
J. COOL, INC.

FILED  
SECRET-5 21 9:56  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is J. Cool, Inc.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Secretary of State.

Article III

Nature of Business

This purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida. Its primary focus is in the upkeep, maintenance and repair of athletic equipment.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with no par value per share.

(b) Preemptive Rights. Shareholders shall have preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

## Article V

### Initial Registered Office and Agent

The street address of the principal office of this corporation is 11077 Ridge Point Drive, Jacksonville, FL 32257. The registered agent of this corporation is Jason Cooley, Esquire, 11077 Ridge Point Drive, Jacksonville, FL 32257.

## Article VI

### Directors

(a) Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Jason Cooley President/Director	11077 Ridge Point Drive Jacksonville, FL 32257

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## Article VII

### Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

The name and street address of the incorporator of this corporation is:

Jason Cooley  
11077 Ridge Point Drive  
Jacksonville, FL 32257

Article IX

Amendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles this 29 day of November, 1996.

Jason A. Cooley  
Jason Cooley

STATE OF FLORIDA )  
COUNTY OF DUVAL )

29 The foregoing instrument was acknowledged before me this day of November, 1996, by Jason Cooley.

I. D. FLDL

# C 400-421-65-290-0

Sue Ann Weaver  
Notary Public, State of Florida  
at Large  
My Commission expires:



Sue Ann Weaver  
MY COMMISSION # CC500757 EXPIRES  
October 10, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

Sue Ann Weaver  
MY COMMISSION # CC500757 EXPIRES  
October 10, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.



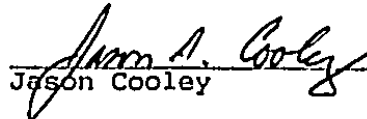
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED  
FOR

J. COOL, INC.

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

J. Cool, Inc., (a corporation), desiring to organize or qualify  
under the laws of the State of Florida with its registered office,  
as indicated in the Articles of Incorporation, has designated the  
following registered agent and registered office to accept service  
of process within Florida:

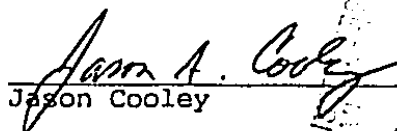
Jason Cooley  
11077 Ridge Point Drive  
Jacksonville, Florida 32257

  
Jason Cooley

Dated: November 29, 1996.

Acknowledgment

Having been named to accept service of process for the  
above stated Corporation, at the place designated in this Certifi-  
cate, 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.

  
Jason Cooley

NOV-6 11 56 AM '96  
FILED  
CLERK OF COURT  
JACKSONVILLE, FLORIDA