

19600094862
MIRKIN & WOOLF, P.A.

Attorneys at Law

Flagler Federal Tower - Suite 580
1700 Palm Beach Lakes Blvd.
West Palm Beach, Florida 33401
phone 561-687-4460
fax 561-687-3447

September 30, 1996

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

800001963758
-10/03/96--01042--009
****122.50 ****122.50

Re: Articles of Incorporation

Gentlemen:


Enclosed for filing please find an original and one copy of
Articles of Incorporation for ~~Olympic Sporting Goods Inc.~~

Also enclosed please find a check in the amount of \$122.50 to
cover the filing fee and fee for a certified copy. Please mail
the certified copy to me at the address above.

Thank you for your immediate attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.


Mark H. Mirkin
MHM/cmf

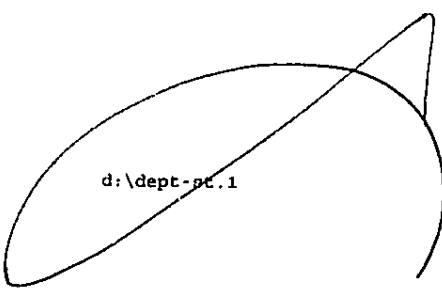
cc: Steven J. Kallenberg

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

WHL-5/198
Name
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11/20



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 8, 1996

MIRKIN & WOOLF
% MARK H MIRKIN
1700 PALM BEACH LAKES BLVD SUITE 580
W PALM BEACH, FL 33401

SUBJECT: OLYMPIC SPORTING GOODS INC.
Ref. Number: W96000021198

We have received your document for OLYMPIC SPORTING GOODS INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

In accordance with Title 36, section 380, U.S. Code, we cannot accept a corporation using the word OLYMPIC or OLYMPIAD without written approval from:

U.S. OLYMPIC COMMITTEE
1750 E. Boulder St.
Colorado Springs, CO 80909
(719) 632-5551.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 596A00045754

MIRKIN & WOOLF, P.A.

Attorneys at Law

Flagler Federal Tower - Suite 580
1700 Palm Beach Lakes Blvd.
West Palm Beach, Florida 33401
phone 561-687-4460
fax 561-687-3447

November 20, 1996

Via hand delivery

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Re: Articles of Incorporation

Ladies and Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Incorporation for Alternative Edge Inc.


On September 30, 1996 we mailed to you Articles of Incorporation for Olympic Sporting Goods Inc. Subsequent to that submission, you informed us that that name was not available without written approval from the U.S. Olympic Committee. You kept the check in the amount of \$122.50 submitted with the prior set of Articles to cover the filing fee and fee for a certified copy. Please apply that amount to the Articles of Incorporation submitted herewith.

Kindly give our messenger a certified copy of the newly submitted Articles of Incorporation.

Thank you.

Very truly yours,

MIRKIN & WOOLF, P.A.


Mark H. Mirkin
MHM/cmf

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RECEIVED
96 NOV 20 AM 11:51
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
ALTERNATIVE EDGE INC.

FILED
96 NOV 20 PM 1:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be Alternative Edge Inc. The principal place of business shall be 5450 Lyons Rd. #107, Coconut Creek, Florida 33073.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is one million (1,000,000) shares of common stock, \$0.01 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401 and the name of the initial registered agent of the Corporation at that address is Mark H. Mirkin, Esq.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall exist perpetually.

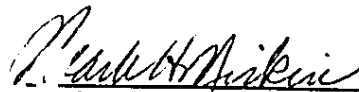
ARTICLE VI. DIRECTORS

The Corporation shall have one (1) director initially. The name and address of the initial member of the Board of Directors are Steven J. Kallenberg, 5450 Lyons Rd. #104, Coconut Creek, Florida 33073.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Mark H. Mirkin, Esq., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 19th day of November, 1996.



Mark H. Mirkin, Esq.

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

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

ALTERNATIVE EDGE INC., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401, has named MARK H. MIRKIN, ESQ. as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

Mark H. Mirkin
Mark H. Mirkin, Esq.

FILED
96 NOV 20 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA