

ENHANCED SPORTS PERFORMANCE, INC.
6 OYSTER BAY
N. PALM BEACH, FL 33408

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32311

P96000104404

DECEMBER 12, 1996

RE: ENHANCED SPORTS PERFORMANCE, INC.

GENTLEMEN:

ENCLOSED ARE THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION, TOGETHER WITH A CHECK IN THE AMOUNT OF \$122.50 REPRESENTING THE PAYMENT OF THE FOLLOWING FEES:

FILING FEE	\$35.00
REGISTERED AGENT DESIGNATION	\$35.00
CERTIFIED COPY OF ARTICLES OF INCORPORATION	\$52.50
AMOUNT ENCLOSED	----- \$122.50 =====

FILED
96 DEC 31 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE MAKE THIS CORPORATION'S EFFECTIVE DATE JANUARY 1, 1997.

PLEASE ADDRESS ALL CORRESPONDENCE TO THE FOLLOWING ADDRESS UNTIL FURTHER NOTICE:

ENHANCED SPORTS PERFORMANCE, INC.
P. O. BOX 32457
PALM BEACH GARDENS, FL 33420

PHONE: (561) 627-8607

DEC 30 1996 *BSB*

SINCERELY,

Mark H. Dimare

MARK DIMARE
ENHANCED SPORTS PERFORMANCE, INC.

RWS\4

12/30/96

CORPORATE DETAIL RECORD SCREEN

3:23 PM

NUMBER: W96000026877

REJECTED FILING

REJ: 12/23/1996

NAME : ENHANCED SPORTS PERFORMANCE, INC.

**

SUBMIT BY: MARK DIMARE, 561 627-8607, CALLED, PLEASE CHANGE THE CORPORA
TE NAME TO "PRO MOTION SPORTS, INC."

USER ID : SNG

ARTICLES OF INCORPORATION
of
~~ENHANCED SPORTS PERFORMANCE, INC.~~

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I – Corporation Name

The name of the corporation is: PRO MOTION SPORTS, INC.
~~ENHANCED SPORTS PERFORMANCE, INC.~~

ARTICLE II – Mailing Address

The mailing address of the Corporation is P. O. BOX 32457
PALM BEACH GARDENS, FL 33420

ARTICLE III – Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV – Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted now or hereafter conferred by the laws of the United States of America and the State of Florida.

ARTICLE V – Capital Stock

The corporation is authorized to issue ten thousand shares (10,000) of one cent (\$0.01) par value Common Stock, which shall be designated "Common Shares."

ARTICLE VI – Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others. Additionally, each shareholder shall have the right, before the stock is offered to non shareholders, to purchase the offering shareholder's shares at the price at which it is offered to others.

ARTICLE VII – Initial Registered Office and Agent

The name and street address of the Initial Registered Agent of this Corporation is:

Robert W. Slater
214 Brazilian Avenue Ste. 221
Palm Beach Florida 33480

ARTICLE VIII – Initial Board of Directors

This corporation shall have one (1) director(s) 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 (1). The name and address of the initial director of the corporation is as follows:

Mark DiMare
6 Oyster Bay
N. Palm Beach Florida 33408

ARTICLE IX – By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X – Incorporator

The name and address of the person signing these Articles of Incorporation is as follows:

Mark DiMare
6 Oyster Bay
N. Palm Beach Florida 33408

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this twentieth day of December, 1996

Mark A. DiMare (Seal)

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

The name of the Corporation is:

POR MOTION SPORTS, INC.
~~ENHANCED SPORTS PERFORMANCE, INC.~~

In accordance with Florida Statutes Sections 48.091 the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

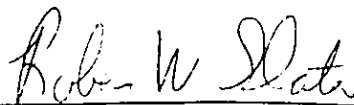
214 Brazilian Avenue Ste. 221
Palm Beach, FL 33480

has named Robert W. Slater

located at the above address, as its Registered 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 Florida Law in keeping open said office, and further state I am familiar with and accept the obligations of my position as registered agent.



Registered Agent

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96 DEC 31 AM 11:08
REC. CLERK OF STATE
TALLAHASSEE, FLORIDA