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MARCH 4, 1997

LISA FARNHAM
235 E. MERRITT ISLAND CSWY]
MERRITT ISLAND, FL 32952

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-03/17/97--01037--002
****122.50 ****122.50

DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

DEAR SIRs:

PER MY CONVERSATION WITH YOUR OFFICE THIS AFTERNOON, I AM
ENCLOSING A CHECK IN THE AMOUNT OF \$122.50 TO REGISTER THE
CORPORATION OF:

B & H POLICE SUPPLY, INC.

PLEASE FORWARD THE CERTIFIED COPY TO THE ABOVE-REFERENCED
ADDRESS.

IF THERE ARE ANY PROBLEMS, PLEASE FEEL FREE TO CONTACT ME
AT (407) 453-0474.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

SINCERELY,


LISA FARNHAM

FILED
97 MAR 17 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAR 21 1997

ARTICLES OF INCORPORATION
OF
B & H POLICE SUPPLY, INC.

FILED
97 MAR 17 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby subscribe to these Articles of Incorporation, under and by virtue of the laws of the State of Florida, for the purpose of creating a corporation, under and pursuant to the following Articles.

ARTICLE I.
CORPORATE NAME

The name of this Corporation is B & H POLICE SUPPLY, INC.

ARTICLE II.
NATURE OF BUSINESS AND POWERS

1. The general nature of the business to be transacted by this Corporation is to own, buy, lease or otherwise acquire, sell, convey, transfer, lease or otherwise dispose of, mortgage or otherwise encumber sporting goods, guns, gun kits, gun tools, gun oils and gun accessories; to engage in the sale or repair or lease of all accessories of any type in any way related to sporting goods, hunting goods or police equipment, and to engage in any and all business permitted under the laws of the State of Florida.

2. This Corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner named, or as prescribed by law, and all rights conferred upon stockholders hereunder are granted subject to this provision.

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV.
TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE V.
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Robert A. Griggs
235 E. Merritt Island Cswy
Merritt Island, Fl 32952

The Board of Directors, from time to time, may move the registered office to any other address in the State of Florida. The Principal address will be the same as the registered office.

ARTICLE VI.
BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders; but, shall never be less than one (1).

ARTICLE VII.
INITIAL DIRECTORS

The name of the initial directors of this corporation and their street addresses are:

Name

LISA M. FARNHAM

ROBERT A. GRIGGS

Address

235 E. Merritt Island Cswy
Merritt Island, FI 32952

235 E. Merritt Island Cswy
Merritt Island, FI 32952

The persons named as initial directors shall hold office for the first year of existence of this corporation, or until the successors are elected or appointed and have qualified, which ever occurs first.

ARTICLE VIII.
INCORPORATOR

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

LISA M. FARNHAM
235 E. Merritt Island Cswy
Merritt Island, FI 32952

ARTICLE IX.
CORPORATE STRUCTURE

In furtherance, and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

1. Subject to such restrictions, if any, as are herein expressed, and such further restrictions, if any, as may be set forth by the Bylaws, the Board of Directors shall have the general management and control of the corporate business affairs, and may exercise all of the powers of the corporation except such as may be expressly conferred upon or reserved to the stockholders by Statute, or by the Articles of Incorporation or Amendment thereto, or by the Bylaws as constituted from time to time.

2. The Bylaws of the corporation shall be adopted by the directors as soon as

practicable after the filing of these Articles of Incorporation.

3. The corporation shall have such officers as may be, from time to time, provided in the Bylaws and such officers shall be designated in such manner and shall hold their office for such terms and shall have such powers and duties as may be prescribed by the Bylaws, or as may be determined from time to time by the Board of Directors subject to the Bylaws.

4. No contract or other transaction between this corporation and any other person, firm, association, or corporation shall be affected or invalidated by the fact that anyone or more of the directors of this corporation is or are interested in or is a member, director, or officer, or are members, directors, or officers of such other firm or corporation; and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of this corporation, or in which this corporation is interested; and no contract, act, or transaction with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of this corporation is a party or parties to or have an interest in such contract, act or transaction, or are in any way connected with such person, firm, association or corporation; and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may, in any way, be interested; provided that the fact that he or she of such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, prior to this corporation entering into such act, contract, or transaction.

ARTICLE X.

CORPORATE STOCK RESTRICTIONS


This Corporation shall have the power to include in its Bylaws any regular or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders. The manner in form, as well as the relevant terms, conditions and details hereof shall be determined by the Bylaws of this corporation; provided however, that no such regulatory or restrictive provision shall effect the rights of third parties without actual knowledge thereof, unless such provisions or a notation on the stock certificates indicate that the transfer of shares is

restricted, it shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XI.
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, on this 4th day of March, 1997.


LISA M. FARNHAM

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public, personally appeared LISA M. FARNHAM, to me known to be the person described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on this _____ day of March, 1997.

(Notary Seal)
My Commission Expires:

Notary Public
State of Florida

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

That B & H POLICE SUPPLY, INC., desiring to organize under the laws of the State of Florida, with it's initial registered office as indicated in the Articles of Incorporation, has named ROBERT A. GRIGGS., 235 E. Merritt Island Cswy, Merritt Island, County of Brevard, State of Florida, as it's agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.


ROBERT A. GRIGGS

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97 MAR 17 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA