

P9700027503

17 March 1997

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

SKATE 2000 (U.S.A.) INC.
420 LINCOLN RD., SUITE 450
MIAMI BEACH, FL 33139
TEL (305) 538-8244/C008
FAX (305) 536-8239

Re: OH TOO INC..

800002121328--7
-03/24/97--01054--004
****122.50 ****122.50

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation with reference to the above-captioned matter.

Also enclosed please find an official check in the amount of \$122.50 payable to the Secretary of State which covers the following:

Charter Filing
Registered Agent Fee
Certified Copy

EFFECTIVE DATE
3-17-97

Kindly file same and return the certified copy to me marked "filed" in the self-addressed stamped envelope provided for your convenience.

Thank you for your cooperation in this matter.

Very truly yours,

OH TOO INC.

Per: Michael Pozner

Enclosures

FILED
97 MAR 24 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
OH TOO INC.**

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

The name and address of the proposed corporation shall be OH TOO INC., located at c/o SKATE 2000 at The Jamestown Place Shopping Center, 931 State Road 434 North, Suite 1115, Altamonte Springs, Florida, 32714

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation is formed for the following purposes and shall have the following powers:

1. To carry out all functions necessary in connection with the operation of an inline skate, ice-skate equipment, clothing and accessories retail, rental and services chain of shops, including, to acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property, necessary in connection with such business, within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as lessee, employer, principal, trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of theses Articles of Incorporation.

FILED
97 MAR 24 AM 8:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
5-17-97

ARTICLE IV

Capital Stock

The maximum number of shares which this Corporation is authorized to issue is 300 shares, all of which shall be Common Stock, each share having a par value of \$.01 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is c/o SKATE 2000 at The Jamestown Place Shopping Center, 931 State Road 434 North, Suite 1115, Altamonte Springs, Florida, 32714

The name of the initial registered agent of this corporation at that address is Michael Alan Pozner.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

1. Michael Alan Pozner
1460 Ocean Drive, Suite 310, Miami Beach, Fl., 33139
2. David Mitchell Reichmann
294 Hillhurst Blvd, Toronto, Ontario, M6B 1N1

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII

Subscribers

The name and address of the persons signing these Articles as subscribers are:

1. Michael Alan Pozner
1460 Ocean Drive, Suite 310, Miami Beach, Fl., 33139

ARTICLE VIII

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X

Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

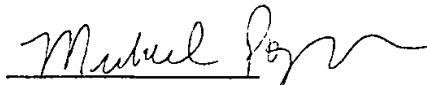
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ARTICLE XI

Amendment

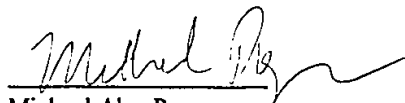
The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 17th day of March 1997.


Michael Alan Pozner - Director

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


Michael Alan Pozner

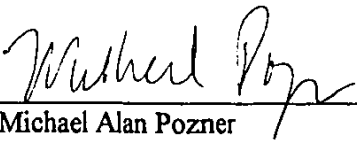
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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: OH TOO Inc.
2. The name and address of the Registered Agent and Office is:
Michael Alan Pozner
Jamestown Place Shopping Center,
931 State Road 434 North,
Suite 1115,
Altamonte Springs, Florida, 32714

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Michael Alan Pozner

3/17/97
Date

FILED
97 MAR 24 AM 8:40
CLERK OF STATE
TALLAHASSEE, FLORIDA