

TRANSMITTAL LETTER

P991000030934

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

SUBJECT: Xtreme Research Corporation
(Proposed corporate name - must include suffix)

FILED
APR - 11 AM 1:38
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mark T. Bybee
Name (Printed or typed)

10741 Skyhawk Drive
Address

New Port Richey Florida 34654
City, State & Zip

813-849-0968
Daytime Telephone number

1 00002134441--0
04/04/97--01129--007
****122.50 ****122.50

4/7/97
AD

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
XTREME RESEARCH CORPORATION**

THE UNDERSIGNED INCORPORATOR hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

XTREME RESEARCH CORPORATION

ARTICLE II

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporation organized under and by virtue of the laws of the State of Florida, shall be as follows:

- (a) The corporation is organized for the purpose of manufacturing sporting goods as well as transacting all other lawful business pursuant to the laws of the State of Florida.
- (b) To buy, sell, option, deal in, lease, hold, or improve real estate and the fixtures and personal property incident thereto and connected therewith and with that end in view, to acquire by purchase, lease, hire, or otherwise, lands, tenements, hereditaments, or any other interest therein and to improve the property of the corporation, and to sell, lease, mortgage, rent, pledge, or otherwise dispose of the lands, tenements, hereditaments, or other property of the corporation.

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TALLAHASSEE, FLORIDA

(c) To buy, sell, discount, and rediscount notes, drafts, bills of exchange, stocks, bonds, securities, and choices of action of all kinds, both as principal and as agent; to also buy, sell, and place liens on real and personal property, and to lend money and accept as security therefor liens or pledges of real and personal property; to also act as agent or trustee of persons and corporations in any and all other matters which can be solicited, negotiated, operated, and carried on by an agent or trustee.

(d) To purchase and sell for itself personal property, stocks, bonds, warrants, and notes to negotiate loans thereon; to acquire, enjoy, purchase, hold, sell, and transfer the shares of stock of any corporation incorporated under the laws of the State of Florida or any other State of the United States, or subsequently belonging to the United Nations or qualified to do business in any such nation. To purchase, hold, sell, and transfer shares of its own capital stock, provided this corporation shall not purchase its own shares of stock except from the surplus of its assets over its liabilities, including capital; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholder's quorum or vote.

(e) To act as fiscal agent for others, to lend money on notes, bonds, mortgages, and commercial securities of all kinds, and while the owner of stock in a corporation, to exercise all the rights of a stockholder therein; to borrow money and secure the payment of same by notes, bonds, drafts, or other evidences, of indebtedness; to endorse and guarantee the payment of notes, mortgages, and all kinds of indebtedness, and to pledge and mortgage any or all of its real estate and personal property for the payment of its own debts or for the debts of others guaranteed by it.

(f) To borrow money and contract debts necessary for the transaction of its corporate rights, privileges, or franchises; or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidence of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise or unsecured, for money borrowed or in payment of property purchased or acquired; or any other lawful objects.

(g) To acquire, enjoy, utilize, and dispose of patents, copyrights, trademarks, and licenses or other rights or interests therein and thereunder and to manufacture, sell, and distribute at wholesale or retail all such articles covered by any such patents, copyrights, or trademarks.

(h) To apply and qualify to carry on the general nature of business or businesses as authorized by these Articles of Incorporation and/or any amendments hereto in any State of the United States.

(i) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and/or any amendments hereto, or necessary or incidental to the protection or benefit of the corporation, and in addition to the specific powers herein enumerated, have any and all rights, powers, and privileges which are, can be, or may be granted to corporations incorporated under the laws of the State of Florida, and in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and/or any amendments hereto.

ARTICLE III

(a) The capital stock of the corporation shall be divided into 10,000 shares of common stock with a par value of \$1.00 per share; and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services, at a valuation to be fixed by the incorporators or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable,

(b) The Shareholders of the Corporation shall be entitled to preemptive rights in accordance with Florida Statutes Section 607.0630 (and/or its successor provision).

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The principal office of the corporation shall be located at 10741 Skyhawk Drive, New Port Richey, Florida, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida as may be determined and deemed expedient by the Board of Directors.

ARTICLE VI

This corporation shall have one (1) Member of the Board of Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Mark T. Bybee	10741 Skyhawk Drive	New Port Richey, Fl 34654
Denise Bybee	10741 Skyhawk Drive	New Port Richey, Fl 34654

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the entire Board of Directors. The Directors may make or amend the Bylaws. Meetings of the Board of Directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a Director.

ARTICLE VII

The name and address of the subscriber to these Articles of Incorporation is as follows:

Name

Address

Mark T. Bybee

10741 Skyhawk Drive
New Port Richey, Fl 34654

ARTICLE VIII

The time and place of the annual stockholders meeting shall be the last business day of the fiscal year of each and every year at the principal offices of the corporation unless otherwise fixed in the Bylaws or by resolution of the Board of Directors and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a specific meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

ARTICLE IX

The Board of Directors shall have full power to fix their own compensation including any bonuses or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the corporation and any member of the Board may vote

upon such compensation matters even though his own compensation may be the subject of the resolution.

ARTICLE X

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Articles of Incorporation.

ARTICLE XI

The name and address of the initial registered agent of this corporation is Mark T. Bybee, 10741 Skyhawk Drive, New Port Richey, Florida 34654.

ARTICLE XII

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Shareholders and in the Board of Directors.

ARTICLE XIII

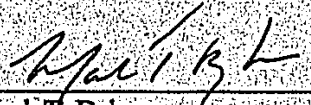
The corporation reserves the right to amend and repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV

No contract or other transaction between this corporation and any other corporation and no acts of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other corporation; any Director individually or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation; provided that he or such firm is so interested shall be

disclosed or shall have been known to be by the Board of Directors or a majority thereof, and any Director of this corporation who is also a Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and
filed the foregoing Articles of Incorporation under the laws of the State of Florida.


Mark T. Bybee

STATE OF FLORIDA
COUNTY OF PASCO

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

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

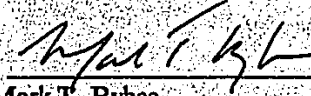
That Xtreme Research Corporation, desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at the City of New Port Richey, State of

Florida, has named Mark T. Bybee, 10741 Skyhawk Drive, New Port Richey, Fl 34654 as its agent to accept service of process within Florida.


MARK T. BYBEE

DATED: April, 2, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

By: 
Mark T. Bybee

DATED: April, 2, 1997

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TALLAHASSEE, FLORIDA