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5/08/97

FLORIDA DIVISION OF CORPORATIONS
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FAX #: (904)922-4001

ROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: OLYMPIC SPORTS & GOODS INC.

AUDIT NUMBER.....H97000007600

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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correction
5/9/97

FILED
97 MAY -9 AM 9:15
SEC. OF STATE
TALLAHASSEE, FLORIDA

RM 5/9/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 8, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: OLYMPIC SPORTS & GOODS INC
REF: W97000010638

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with the electronic filing cover sheet.

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) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000007600
Letter Number: 397A00024569

H97000007600

ARTICLES OF INCORPORATION U.S.A. SPORTS & GOODS, INC

ARTICLE I

The name of this corporation shall be:
U.S.A. SPORTS & GOODS, INC

With the principal place of business located at:
5750 MAJOR BLVD SUITE 275
ORLANDO FL. 32.819

FILED
TALLAHASSEE, FLORIDA

97 MAY -9 AM 9:15

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of Common Stock, par value \$1.00(one U.S. dollar) per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:
5750 MAJOR BLVD SUITE 275
ORLANDO FL 32.819

The Name of the initial REGISTERED AGENT of this Corporation is:
ANTONIO SOUZA

PREPARED BY: THE LAW OFFICES OF RICARDO SANTIAGO SANCHEZ
RICARDO SANTIAGO SANCHEZ, ESQ., P.L.A. BAR # 835285
141 NE 3RD AVE 9TH FLOOR, MIAMI, FL 33132(305) 373-6211

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director(s) initially, the number of Directors may be either increased or diminished from time to time the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

President - ANTONIO SOUZA
Director Secretary - FRANCISCO M. DE PAULA JUNIOR

ARTICLE VII
INCORPORATOR

The name and address of the person signing this article is:

ANTONIO SOUZA
5750 MAJOR BLVD SUITE 275
ORLANDO FL 32819

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

ARTICLE IX
MANAGEMENT OF CORPORATION SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Director of, shareholders of this Corporation.

ARTICLE X
BY LAWS

The power to adopt, after, amend or repeal by-laws shall be vested on the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Article of Incorporation this 07 DAY OF MAY OF 1997


Incorporador

H97000007600

P.04/07

EMPIRE CORPORATE KIT

MAY-09-1997 08:55

H97000007600

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED.

ANTONIO SOUZA

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE
ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND
AFFIXED MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID

THIS 07 DAY OF MAY, 1997



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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P.05/07

EMPIRE CORPORATE KIT

MAY-09-1997 08:56

H97000007600

CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT U.S.A. SPORTS & GOODS, INC
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY
OF DADE, STATE OF FLORIDA HAS APPOINTED:

ANTONIO SOUZA

AS ITS AGENT ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

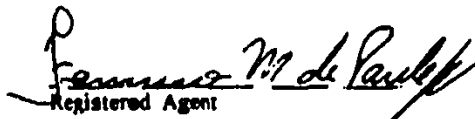
ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

U.S.A. SPORTS & GOODS, INC

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT
FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES.

THIS 07 DAY OF MAY, 1997


Registered Agent

FILED
97 MAY -9 AM 9:15
TALLAHASSEE, FLORIDA

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P.06/07

EMPIRE CORPORATE KIT

MAY-09-1997 08:56

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SPECIFIC POWER OF ATTORNEY

BE IT KNOWNED, THAT I, **U.S.A. SPORTS & GOODS, INC** **THE**
UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF
 ATTORNEY TO **THE LAW OFFICES OF RICARDO SANTIAGO SANCHEZ, OF**
MIAMI, FL - AS MY ATTORNEY-IN-FACT
 SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO
 UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF:
 MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS
 LICENSES, INQUIRE ABOUT LIABILITIES WITH THE IRS., FLORIDA DEPARTMENTS,
 CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN
 SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO
 CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HERETO.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT
 AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST
 INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION, THIS POWER OF
 ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY
 BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER
 OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE
 AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF
 REVOCATION.

SIGNED UNDER SEAL THIS 07 DAY OF MAY, 1997

Guillermo V. de la Cruz

STATE OF FLORIDA
 COUNTY OF DADE

On / / before me, **RICARDO SANTIAGO SANCHEZ**, personally appeared:

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person
 whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they
 executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on
 the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the
 instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature _____

Notary Public



Affirm Known ☒ Produced ID
 Type of ID

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