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June 16, 1997

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

EFFECTIVE DATE

16-13-97

Re: Sports Express Corporation

Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Incorporation of for the above-captioned corporation. Our firm's check for \$122.50 for the requisite fees was submitted to you on earlier date. A photocopy of correspondence from your office is enclosed to facilitate your review.

Please file the original Articles of Incorporation and forward a certified copy to our offices.

Should you have any questions on the matters herein, or require any further information on same, please call me as soon as possible. Thank you for your cooperation and courtesy in this matter.

Very truly yours,

Eugene G. Peek III
Eugene G. Peek III

dmj/25890

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 17 AM 11:57

D. BROWN JUN 18 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 17 AM 11:57

EFFECTIVE DATE
6-13-92

ARTICLES OF INCORPORATION
OF
SPORTS EXPRESS CORPORATION

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND PLACE OF BUSINESS

Section 1.1 Name and Place of Business. The name of this corporation is **SPORTS EXPRESS CORPORATION** with its principal place of business at 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida 32207.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock having a par value of \$.01 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Issuance of Stock. No capital stock of this corporation shall be issued without the unanimous written consent of the directors, with such consent stating the price and terms to be paid for such stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida 32207 and the name of the initial registered agent of this corporation at that address is Eugene G. Peek III.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Eugene G. Peek III	1301 Riverplace Boulevard, Suite 1609 Jacksonville, Florida 32207

Section 6.3 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII
INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

Name

Eugene G. Peek III


Address

1301 Riverplace Boulevard, Suite 1609
Jacksonville, Florida 32207

ARTICLE IX
EFFECTIVE DATE

Section 9.1 Effective Date. Subject to Article 2.1 herein, the effective date for corporate existence of this corporation shall be June 13, 1997.

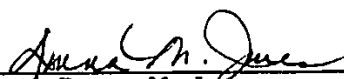
IN WITNESS WHEREOF, the incorporator has executed these Articles the 13th day of June, 1997.



Eugene G. Peek III

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 13th day of June, 1997, by Eugene G. Peek III, who is personally known to me and who did not take an oath.



Print: Donna M. Jones
Notary Public, State and County
Aforesaid.

740401.76191



DONNA M JONES
My Commission CC434728
Expires Feb 14 1999

ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 17 AM 11:57

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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.



Eugene G. Peek III

Dated: June 13, 1997