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Eustis, Florida 32727-2048

June 26, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Post Office Box 6327
Tallahassee, FL 32314

Re: Prime Sports, Inc.

500002226215--3
-06/30/97--01059--015
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is a check in the amount of \$122.50 which represents your filing fee for the Articles of Incorporation, Designation of and Acceptance by Registered Agent and certified copy of Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,

Scott A. Gerken

SAG:mls

Enclosures

97 JUN 30 11:42
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

6/30/97

ARTICLES OF INCORPORATION

OF

PRIME SPORTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 22 AM 11:12

The Undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is PRIME SPORTS, INC.

ARTICLE II - NATURE OF BUSINESS

The purpose for which the corporation is organized is to transact any or all lawful business and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE III - PRINCIPAL OFFICE

The physical street address in Florida for the principal office of the corporation is 8 Cypress Drive, Eustis, Florida 32726. The mailing address of the corporation is Post Office Box 1000, Bushnell, Florida 33513.

ARTICLE IV - SHARES

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock, all of which shall be common shares without par value.

Initial issue. One hundred (100) shares of the Capital Stock of the corporation shall be the initial issue.

Stated capital. The sum of the issue value of all shares of Capital of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V - DIRECTORS

The initial board of directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VI - DIRECTORS ADDRESS

The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until his successors shall have been elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Henry Fehrmann	8 Cypress Drive Eustis, FL 32726

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agents is:

<u>NAME</u>	<u>ADDRESS</u>
Henry Fehrmann	8 Cypress Drive Eustis, FL 32726

ARTICLE VIII - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or 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 IX - INDEMNIFICATION


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE X - INCORPORATORS

The name and address of the person who is the incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Henry Fehrmann	8 Cypress Drive Eustis, Florida 32726


Henry Fehrmann, Incorporator

6/26/97
Date

ARTICLE XII - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE XIII - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors, that said shareholder intends to cumulate his vote at said election.

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.


Henry Fehrmann, Registered Agent

6/26/97
Date