

BROAD AND CASSEL
ATTORNEYS AT LAW

P97000162343
FILED

MURRAY D. SHEAR, P.A.
MIKE SEGAL, P.A.
JEFFREY A. DEUTCH, P.A.
PATRICIA LEDOW, P.A.
C. KEN BISHOP, P.A.
ROBERT D. GATTON, P.A.
RICHARD B. McFARLAND, P.A.
C. DAVID BROWN, II, P.A.
F. VERNON BENNETT
MARWIN S. CASSEL, P.A.
CLIFFORD I. HERTZ, P.A.
ARVIN J. JAFFE, P.A.
M. STEPHEN TURNER, P.A.
RALPH C. DATILIO, P.A.
DOUGLAS MANNHEIMER, P.A.
MARTIN R. PRESS, P.A.
MICHAEL A. DRIBIN, P.A.
ANTHONY W. PALMA, P.A.
ANDREW D. RAFKIN
CHARLES S. STRATTON, P.A.
JAMES E. SLATER, P.A.
WILLIAM C. PHILLIPPI, P.A.
ALAN S. LEDERMAN, P.A.
GABRIEL L. IMPERATO, P.A.
DAVID K. MILLER, P.A.
ROBERT T. ROSEN, P.A.
ANDREW COTZIN, P.A.
KELLY OVERSTREET JOHNSON, P.A.
RANDAL M. ALLGOOD, P.A.
JAMES J. WHEELER, P.A.

JEFFREY F. GORDON
ANDREW B. THOMAS, P.A.
MARK D. TUCKER
THEODORE C. TAUB, P.A.
PETER M. CARDILLO, P.A.
JACK R. ELLIOTT, P.A.
VIRGINIA EASLEY JOHNSON, P.A.
JOSE I. ROJAS, P.A.
JOSE A. SANTOS, JR., P.A.
NINA S. GORDON, P.A.
STEVEN ELLISON
AMY S. SCHLOSSER, P.A.
DEBORAH H. JOHNSON, P.A.
RONALD M. GACHE, P.A.
RICHARD N. MILIAN, P.A.
LENORE SCHILLER, P.A.
ANNE NOVICK BRANAN, P.A.
A. JEFFRY ROBINSON, P.A.
DALE S. BERGMAN, P.A.
MARSHALL S. HARRIS, P.A.
ROBERT E. JOHNSON, P.A.
DAWN LANKFORD BOWLING, P.A.
KATHLEEN L. DEUTSCH, P.A.
MICHAEL P. BENNETT, P.A.
THOMAS J. PALMIERI, P.A.
GARY W. JOHNSON, P.A.
CHRISTOPHER D. ROLLE, P.A.
MARIAN W. SCHLOW, P.A.
JAY ADAMS
JOYCE L. ELLEN

DONALD P. DUFRESNE
JEFFREY J. SUTER
BARBARA del CASTILLO
MICHAEL R. KERCHER
ROY S. KOBERT
J. BRIAN BAIRD
MICHAEL P. NIDO, JR.
C. CHRISTOPHER KILLER
RICHARD M. BENRUBI
DOUGLAS E. STARCHER
GARY E. LEHMAN
DAVID J. POWERS
JONATHAN J. ELLIS
GENE E. CRICK, JR.
KATHIERINE CASTOR
DAVID L. KARIAN
JANE B. PALMIER
ROBERT ALFERT, JR.
ROBERT F. MALLETT
KEITH F. WHITE
EDGAR A. BENES
TAMARA CARMICHAEL
ELISABETH E. Q. SCHOLES
ROSE PARISH-RAMON
PETER M. BERNHARDT
LEIGH ANN MURVIN
LINDA C. FRAZIER
STEVE WASERSTEIN
MICHAEL MANTHEI
RODGER HOCHMAN

KEVIN H. SUTTON
LESTER J. PERLIN
DAVID A. ROBERTS
DAVID P. LEON
DEBRA B. POTTER
JANA M. KOSMAN
CARL S. KOSMAN
HOWARD M. ROBINSON
ANDREA J. FOWLER
CAROLINE MONTANUS
LUANN M. DOMINGUEZ
TYRONE L. LUFMAN
MANUEL R. VALCARCEL, IV
ALBERTO de CARDENAS

OF COUNSEL:

SHEPARD BROAD
ALVIN CASSEL
NORMAN BROAD, P.A.
I. BURTON SPRAKER
WILLIAM M. ROWLAND, JR., P.A.
WANDA L. BROWN
ALAN M. GERLACI
KENNETH EDELMAN
WILLIAM P. BURNS
JODI D. LAURENCE
JEANNE K. DAMIRGIAN

JUL 18 AM 10:28
FIFTH FLOOR
400 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FL 33401
(561) 832-3300
FAX (561) 655-1109

FILED
97 JUL 18 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 14, 1997

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

900002240909--9
-07/18/97--01002--002
*****70.00 *****70.00

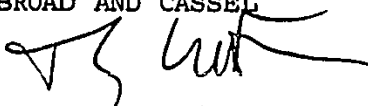
RE: FILING OF ARTICLES OF INCORPORATION

Dear Sir/Madam:

Enclosed please find our company check in the amount of \$70.00 for the filing of the attached Articles of Incorporation of Fashel Sports, Inc.

Very truly yours,

BROAD AND CASSEL


Tyrone L. Lufman

TLL/psa
Enc.

OK 7/18/97

ARTICLES OF INCORPORATION
OF
FASHEL SPORTS, INC.

FILED

97 JUL 18 AM 10:20

The undersigned incorporator to these articles of incorporation, under the laws of the State of Florida, adopt these articles to form a corporation under the Florida Business Corporation Act, F.S. Chapter 607, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation ("Corporation") shall be Fashel Sports, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be at the care of H. L. Leifman, 20320 Fairway Oaks Drive, #353, City of Boca Raton, County of Palm Beach, State of Florida 33434.

ARTICLE III. PURPOSE

The Corporation is formed to engage in any and all lawful purposes.

ARTICLE IV. TERM OF EXISTENCE

The Corporation shall have perpetual existence starting on _____, 1997.

ARTICLE V. CAPITAL STOCK

The capital stock of the Corporation shall be 50 shares of common stock having a par value of \$1 per share. Shares of the Corporation are subject to repurchase in accord with the bylaws adopted by the board of directors.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is BROAD AND CASSEL, 400 Australian Avenue South, Fifth Floor, City of West Palm Beach, County of Palm Beach, State of Florida 33401. The Corporation's initial registered agent at that address is Peter M. Bernhardt, Esq.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors are:

<u>Name</u>	<u>Address</u>
Mr. Herbert L. Leifman	20320 Fairway Oaks Drive, #353 Boca Raton, Florida 33434

ARTICLE VIII. INCORPORATORS

The name and address of the person signing these articles of incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Mr. Peter M. Bernhardt	400 S. Australian Ave., Fifth Floor West Palm Beach, Florida 33401

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its shareholders. The manner and form, as well as the relevant terms, conditions and details of the disposition, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the Corporation may sell or transfer stock in the Corporation except to another individual who is eligible to be a shareholder, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

ARTICLE X. RESTRICTIONS AGAINST VIOLATION OF S STATUS

The Corporation shall elect to be taxed as an S Corporation under the Internal Revenue Code. The Corporation shall only authorize and issue one class of stock (voting common). No shareholder shall do any act, including the sale or transfer of such stock, which shall contravene or revoke the Corporation's election to be taxed as an S Corporation.

ARTICLE XI. AMENDMENT

FILED

The Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

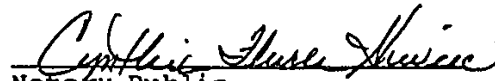
IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation on _____.


Peter M. Bernhardt

Date: July 14, 1997

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing articles of incorporation were acknowledged before me on 7/14/97 by Peter M. Bernhardt.


Notary Public
My Commission Expires:
(SEAL)



ACCEPTANCE OF REGISTERED AGENT

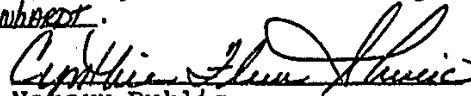
Having been named to accept service of process for Fashel Sports, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. §607.0501(3).


Peter M. Bernhardt, Esq.

Date: July 14, 1997

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing acceptance of registered agent was acknowledged before me on 07/14/97 by Peter M. Bernhardt.


Notary Public
My Commission Expires:
(SEAL)

