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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BSS, INC.

AUDIT NUMBER.....H97000012076

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

CERT. OF STATUS..0

PAGES..... 7

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TALLAHASSEE, FLORIDA

Bm 7/28/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 24, 1997

EMPIRE

SUBJECT: BSS, INC.  
REF: W97000017128

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**ARTICLES OF INCORPORATION  
OF  
BSS SPORTS, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I-NAME**

The name of this corporation shall be: **BSS SPORTS, INC.**  
Its business shall be carried on at **8930 State Rd. 84 #231 Davie, FL 33324.** Its  
principal office shall be at **8930 State Rd. 84 #231 Davie, FL 33324.**

**ARTICLE II-PURPOSE**

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


**ARTICLE III-DURATION**

This corporation shall have perpetual existence commencing on the date of this  
filing of these Articles with the Department of State.

**ARTICLE IV-CAPITAL STOCK**

This corporation is authorized to issue par value common stock as described  
below, and none other:

Maximum number of shares 10,000  
Par Value per share \$ .10

PREPARED BY:  
  
GLORIA G. STERN, ESQ.  
C/O PAT SHUB  
700 S.E. 3<sup>RD</sup>. AVE. #404  
FT. LAUDERDALE, FL 33316  
(854) 452-3848  
FLORIDA BAR NO: 0784848

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#### ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Gloria G. Stern Esq., c/o Pat Shub, Esq. 700 S.E. 3<sup>rd</sup> Ave. #404, FL Lauderdale, FL 33316 and the name of the initial registered agent of this corporation at this address is Gloria G. Stern.

#### ARTICLE VI-INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the Initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however there shall never be less than one Director nor more than five. The Board of Directors shall be elected at the annual meeting of the Stockholders of this Corporation, which meeting shall be held at such time as shall be provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and address of the initial Board of Directors of the corporation are:

|                         |   |
|-------------------------|---|
| Jeffrey P. Stern, Pres. | 8930 State Rd. 84 #231<br>Davie, FL 33324 |
| Ira Stern V.P.          | 8930 State Rd. 84 #231<br>Davie, FL 33324 |

#### ARTICLE VII-INCORPORATORS

The name and address of the person signing these Articles of Incorporation is as follows:

|                         |   |
|-------------------------|---|
| Jeffrey P. Stern, Pres. | 8930 State Rd. 84 #231<br>Davie, FL 33324 |
|-------------------------|---|

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**ARTICLE VIII-AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

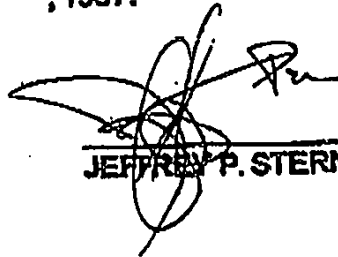
**ARTICLE IX-INDEMNIFICATION**

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

**ARTICLE X-PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for case of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day 18 of July, 1997.



JEFFREY P. STERN, Pres.

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STATE OF FLORIDA

COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JEFFREY P. STERN, President, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 18 day of July, 1997.

Gloria Stern  
NOTARY PUBLIC - State of Florida

NOTARY PUBLIC  
STATE OF FLORIDA  
GLORIA STERN  
COMMISSION # CC 424593  
EXPIRES DEC 5, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

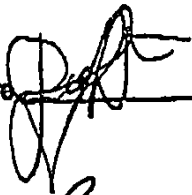
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**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

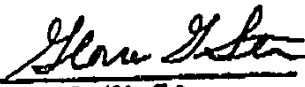
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: BSS SPORTS, INC.
- 2. The name and address of the registered agent and office is:  
GLORIA G. STERN, c/o Pat Shub 700 S.E. 3<sup>rd</sup> Ave. #404, Ft Lauderdale, FL 33316.

Signature   
 Title President  
 Date 7-18-97

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 STATE OF FLORIDA

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 proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

Signature   
 Date 7-18-97

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