

P 97000067171



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 477192 4320186

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piggett

ORDER DATE : July 28, 1997

ORDER TIME : 10:10 AM

ORDER NO. : 477192-005

CUSTOMER NO: 4320186

CUSTOMER: Michael Diraimondo, Esq
LAW OFFICES OF MICHAEL
DIRAIMONDO
30 Rockefeller Plaza
Suite 1925
New York, NY 10020

700002254817--9

DOMESTIC FILING

NAME: VS ATHLETICS INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: _____

FILED
97 AUG - 1 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-17776

02557

SN AUG - 1 1997

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 1, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: VS ATHLETICS INC.
Ref. Number: W97000017776

RESUBMIT

Please give original
submission date as file date.

We have received your document for VS ATHLETICS INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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 (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 297A00039297

RECEIVED
97 AUG -4 PM 12:08
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION

OF

VS ATHLETICS INC.

FILED
97 AUG -1 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is VS ATHLETICS INC.

SECOND: The street address, wherever located, of the principal office of the corporation is 1895 Park Meadows Drive, Fort Myers, Florida 33907.

The mailing address, wherever located, of the corporation is 1895 Park Meadows Drive, Fort Myers, Florida 33907.

THIRD: The number of shares that the corporation is authorized to issue is two hundred, all of which are without par value and are of the same class and are to be Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Mary E. Sivers

375 Hudson Street, 11th Floor
New York, New York 10014

SIXTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on July 28, 1997.


Mary E. Sivers, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: VS ATHLETICS INC.

2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

(P.O. Box not acceptable)

TALLAHASSEE, FLORIDA 32301

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Deborah N. Skipper

(Signature)

8-1-97