

Law Offices of
JOAN I. NEUWIRTH, P.A.

9837 N.W. 2 Court
Plantation, Florida 33324
TELEPHONE No.: (954) 370-3024
FACSIMILE No.: (954) 370-7617

JOAN I. NEUWIRTH, ESQUIRE

July 31, 1997

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

Attention: Freida Chesser

Re: Formation of Barry Silva Sports, Inc.

Dear Ms. Chesser:

Pursuant to our telephone conversation this morning, enclosed please find an original and one (1) copy of the Articles of Incorporation and Acceptance of Appointment of Registered Agent in connection with the above-referenced corporation.

Please file the Articles of Incorporation and return a copy back to me. Please call me should you have any questions or comments concerning the enclosed.

Very truly yours,



JOAN I. NEUWIRTH

enclosures

FILED
97 JUL 31 AM 10:16
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BARRY SILVA SPORTS, INC.

FILED
97 JUL 31 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is Barry Silva Sports, Inc. (hereafter the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 3071 N.W. 91 Avenue, #102, Coral Springs, Florida 33065.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized: 1,000

Par Value Per Share: \$1.00

Class of Stock: Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

1. On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or
2. If the holders of not less than ten (10) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is Joan I. Neuwirth, P.A., 9837 N.W. 2 Court, Plantation, Florida 33324, County of Broward, and the name of its initial registered agent at such office is Joan I. Neuwirth.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Lawrence F. Frommer
Jeffrey R. Lebowitz
3071 N.W. 91 Avenue, #102
Coral Springs, Florida 33065

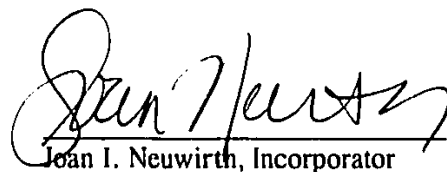
ARTICLE VII

The name of the Incorporator is Joan I. Neuwirth and the address of the Incorporator is Joan I. Neuwirth, P.A., 9837 N.W. 2 Court, Plantation, Florida 33324.

ARTICLE VIII

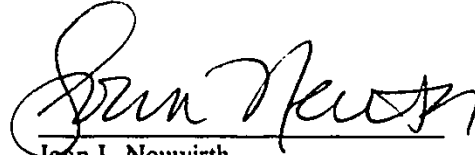
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, THE undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 23rd day of July, 1997.


Joan I. Neuwirth, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

THE UNDERSIGNED, named as the registered agent of Barry Silva Sports, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Joan I. Neuwirth
Registered Agent

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