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RAYMOND RIPLEY, JR.
ACCOUNTANTS, INC. --

235 Northeast 6th Avenue
Post Office Box 807
Delray Beach, Florida 33447
Telephone: (407) 272-7424 (407) 734-4454

Enrolled to Practice Before the
Internal Revenue Service

October 13, 1997

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-10/22/97--01019--006
*****70.00 *****70.00

RE: Articles of Incorporation
WALLY SPORTS, INC.

Gentlemen:

Enclosed are the notarized Articles of Incorporation for WALLY SPORTS, INC. the Articles of Incorporation, and a check for \$70.00 to cover the various filing fees. Please accept these Articles of Incorporation for filing and assign the corporation a charter number.

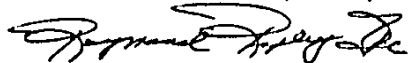
You may send the dated copy of the articles to:

Raymond Ripley, Jr.
235 Northeast 6th Avenue
Delray Beach, Florida 33483

Thank you for your help.

Sincerely,

RAYMOND RIPLEY, JR., ACCOUNTANTS, INC.



Raymond Ripley, Jr.

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97 OCT 22 PM 3:20
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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WALLY SPORTS, INC

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION

The name of this corporation is WALLY SPORTS. INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in, acquire, own, control, and transact any and all activities permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock at a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV. ADDRESS

The street address of the principal office of the corporation shall be 7641 Hooper Road Bay #6, West Palm Beach, Florida, 33411 and the name of the initial registered agent of the corporation shall be Everton Wallace, 7641 Hooper Road Bay #6, West Palm Beach, Florida, 33411.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

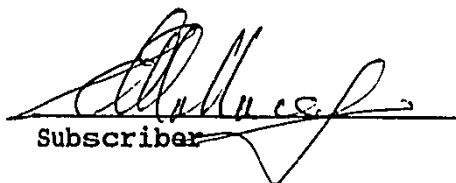
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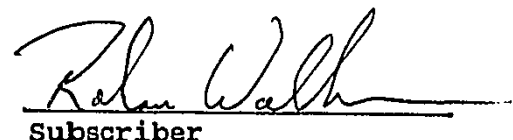
ARTICLE VI. DIRECTORS/INCORPORATORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the by-laws of the Corporation. The name and street address of the initial members of the Board of Directors and Incorporators is:

<u>Name</u>	<u>Address</u>
Everton Wallace	7641 Hooper Road Bay #6 West Palm Beach, Fl. 33411
Rohan Wallace .	7641 Hooper Road Bay #6 West Palm Beach, Fl. 33411

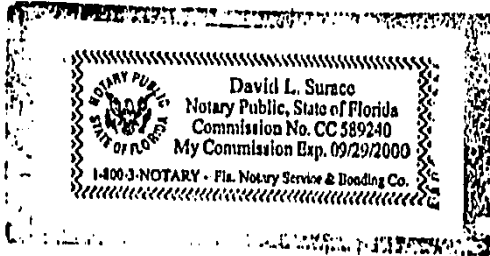
IN WITNESS WHEREOF, the undersigned has hereunto set there hands and seal on this 13th day of October, 1997. This corporation shall be effective on filing of these Articles of Incorporation with the Secretary of State.

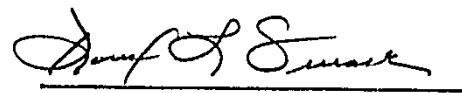

Subscriber


Subscriber

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13th day of October, 1997.




Notary Public
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

WALLY SPORTS, INC. desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the
Articles of Incorporation, in the County of Palm Beach, State of
Florida, has named Everton Wallace, located at 7641 Hooper Road Bay #6
West Palm Beach, Florida, 33411, as it's agent to accept service of
process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation at the place designated in this Certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.



Everton Wallace

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TALLAHASSEE
CLERK OF COURT