P97000092372

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 601537 4322291

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ ~~87.50~~ 122.50 PP

ORDER DATE : November 14, 1997

ORDER TIME : 12:56 PM

ORDER NO. : 601537-005

CUSTOMER NO: 4322291

Share Exchange

100002348111--1

CUSTOMER: Ms. Emily L. Sebert
Powell Goldstein Frazer &
16th Floor
191 Peachtree St., N.e.
Atlanta, GA 30303

DOMESTIC AMENDMENT FILING

97 NOV 14 PM 2:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: HARTWELL SPORTS, INC.

Name Availability 11/17/97
Document Examiner BDN
Updater BDN
Updater Verifyer BDN
Acknowledgement BDN
W.P. Verifyer BDN

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY - ONE
XX PLAIN STAMPED COPY - ONE
____ CERTIFICATE OF GOOD STANDING

97 NOV 14 PM 1:57
RECEIVED

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: ________

FILED
97 NOV 14 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF SHARE EXCHANGE
BETWEEN HARTWELL INDUSTRIES, INC.
AND
HARTWELL SPORTS, INC.

This Plan of Share Exchange (the "Plan") is between **HARTWELL INDUSTRIES, INC.**, a Florida corporation ("Hartwell Industries"), and **HARTWELL SPORTS, INC.**, a Georgia corporation ("Hartwell Sports") (Hartwell Industries and Hartwell Sports being hereinafter sometimes collectively referred to as the "Exchanging Corporations") pursuant to Section 14-2-1102 of the Georgia Business Corporation Code and Section 607.1102 of the Florida Business Corporation Act.

STATEMENT OF FACTS

Subject to the conditions hereinafter set forth and in accordance with the Georgia Business Corporation Code and the Florida General Corporation Act, the Board of Directors and all of the Shareholders of each of the Exchanging Corporations have agreed that all of the outstanding shares of Hartwell Sports capital stock shall be exchanged for shares of Hartwell Industries capital stock on the Effective Date (as hereinafter defined), and that the terms and conditions of the share exchange hereby agreed upon, the mode of carrying the same into effect and the manner of exchanging the shares shall be as follows:

Section 1

Share Exchange and Terms of the Transaction

1.1. Upon the Effective Date each share of Hartwell Sports Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the share exchange and without any action on the part of the holder thereof, thereupon be deemed to be exchanged for one share of Hartwell Industries Common Stock, subject to the provisions of Section 1.2 below.

1.2. After the Effective Date, each holder of an outstanding certificate or certificates which immediately prior thereto represented shares of Hartwell Sports Common Stock (other than holders of Dissenting Shares), will, upon surrender of such certificate or certificates to Hartwell Industries, be entitled to receive a certificate or certificates representing the number of shares of Hartwell Industries Common Stock previously represented by such certificate or certificates surrendered, and such shares shall be deemed exchanged pursuant to Section 1.1 of this Agreement.

Section 2

Shareholder Approval, Effectiveness of Share Exchange

The Board of Directors and the proper officers of each of the Exchanging Corporations are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the share exchange herein provided for. The share exchange shall become effective on November 14, 1997, or such other date as the Board of Directors of each of the Exchanging Corporations shall determine (the "Effective Date").

Section 3

Termination

At any time prior to the filing of the Certificate of Share Exchange by the Secretary of State of Georgia or Articles of Share Exchange by the Secretary of State of Florida, the Board of Directors of Hartwell Sports or Hartwell Industries may terminate and abandon this Agreement, notwithstanding favorable action on the share exchange by the shareholders of Hartwell Sports or Hartwell Industries, or earlier approval by the Boards of Directors of such corporations.

Section 4

Dissenters' Rights

4.1. By adopting this Plan, each holder of Hartwell Sports capital stock hereby acknowledges that such holder has received from Hartwell Sports notice of such holder's dissenters' rights as required by Article 13 of the Georgia Business Corporation Code (including having received a copy of such article), and that such holder hereby consents to the transactions contemplated by this Plan and forfeits any and all such dissenters' rights.

4.2. By adopting this Plan, each holder of Hartwell Industries capital stock hereby acknowledges that such holder has received from Hartwell Industries notice of such holder's dissenters' rights as required by Sections 607.1301 through 607.1320 of the Florida Business Corporation Act (including having received a copy of such provisions), and that such holder hereby consents to the transactions contemplated by this Plan and forfeits any and all such dissenters' rights.

ARTICLES OF SHARE EXCHANGE BETWEEN
HARTWELL SPORTS, INC.,
A GEORGIA CORPORATION,
AND
HARTWELL INDUSTRIES, INC.,
A FLORIDA CORPORATION

I.

Attached hereto as Exhibit A and incorporated by reference herein is the Plan of Share Exchange duly adopted and approved by the Board of Directors and Shareholders of Hartwell Sports, Inc., a Georgia corporation, and the Board of Directors and Shareholders of Hartwell Industries, Inc., a Florida corporation.

II.

The Plan of Share Exchange was duly approved and adopted by the shareholders of Hartwell Sports, Inc. on November 13, 1997, and by the shareholders of Hartwell Industries, Inc. on November 13, 1997.

III.

Pursuant to the Plan of Share Exchange, the share exchange between Hartwell Sports, Inc. and Hartwell Industries, Inc. shall be effective as of November 18, 1997.

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Share Exchange this 13 day of November, 1997.

HARTWELL INDUSTRIES, INC.

By: R Stephen Lefler
Name: R. Stephen Lefler
Title: President

HARTWELL SPORTS, INC.

By: R Stephen Lefler
Name: R. Stephen Lefler
Title: President

EXHIBIT A