

LAW OFFICES  
ANN PORATH

PA7000099057

FILED

97 NOV 17 PM 3:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 5, 1997

WELLINGTON COUNTRY PLAZA  
SUITE 209  
12773 FOREST HILL BOULEVARD  
WELLINGTON, FLORIDA 33414  
TELEPHONE (561) 798-2907  
FAX (561) 790-3519

Secretary of State of Florida  
Division of Corporations  
P. O. Box 63327  
Tallahassee, FL 32314

Re: Dunhill Sports, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is my check in the amount of \$70.00 to cover the filing fee.

Kindly return the stamped, filed copy and the Secretary of State letter to me, I have enclosed an envelope for this purpose.

Thank you for your cooperation in this matter.

Very truly yours,

*Ann Porath*

Ann Porath

AP/vab  
Enclosures

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-11/17/97-01038-010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

P. Hall  
NOV 20 1997

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

FILED  
97 NOV 17 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the Florida Business Corporation Act.

**ARTICLE I**

The name of the corporation is:

DUNHILL SPORTS, INC.

**ARTICLE II**

Duration

The duration of the corporation is perpetual.

**ARTICLE III**

General Purpose

The general purposes for which the corporation is organized are:

1. To engage in the marketing of sports accessories.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing, or necessary or desirable, in order to accomplish the foregoing, including borrowing or raising money for any purpose of the corporation, securing same, mortgaging all or any part of the corporate property, and to create, issue, draw and accept and negotiate bonds, mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

**ARTICLE IV**

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000,000.00 shares of Common Stock having a par value of \$1.00 per share.

## ARTICLE V

### Address

The principal place of business and the mailing address for this corporation is:  
12773 Forest Hill Blvd., Suite 209, Wellington, FL 33414

The name and address of the initial registered agent is:  
ANN PORATH, 12773 Forest Hill Blvd., Suite 209, Wellington, FL 33414

## ARTICLE VI

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation at the net value thereof. If the corporation fails or refuses to make satisfactory arrangements for the purchase of such shares within thirty (30) days from written notice thereof, the stockholder shall have the right to dispose of his shares as he sees fit.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: These shares are held subject to certain transfer restrictions imposed by the Articles of corporation. A copy of such Articles is on file at the principal office of the corporation.

## ARTICLE VII

### Directors

The number of Directors constituting the initial Board of Directors of the corporation is two. The names and address's of each person who is to serve as a member of the initial Board of Directors and the Officers of the corporation who shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
PETER J. PORATH	President	444 Park Forest Way Wellington, FL 33414
WILLIAM H. TEWELL	Vice President/ Secretary	4701 N.E. 21st Avenue Ft. Lauderdale, FL 33308

ARTICLE VIII

The name and address of each incorporator is:

PETER J. PORATH, 444 Park Forest Way, Wellington, FL 33414  
WILLIAM H. TEWELL, 4701 N.E. 21st Avenue, Ft. Lauderdale, FL 33308

EXECUTED by the undersigned at West Palm Beach, Palm Beach County,  
Florida, this 10 day of November, 1997.

  
PETER J. PORATH

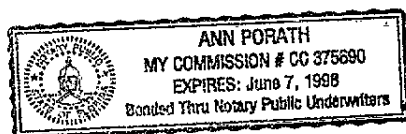
STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appeared PETER J. PORATH, to me well known to be the person described as subscriber and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and Seal in the State and County named above this  
10<sup>th</sup> day of November, 1997.

  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

My Commission Expires:



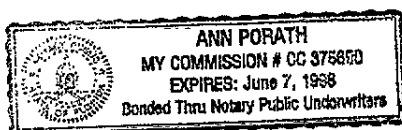
EXECUTED by the undersigned at West Palm Beach, Palm Beach County,  
Florida, this 10<sup>th</sup> day of November, 1997.

W. H. Tewell  
WILLIAM H. TEWELL

STATE OF FLORIDA           )  
COUNTY OF PALM BEACH    )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized  
to administer oaths and take acknowledgments, personally appeared WILLIAM H.  
TEWELL, to me well known to be the person described as subscriber and who  
executed the foregoing Articles of Incorporation and acknowledged before me that he  
subscribed to those Articles of Incorporation.

WITNESS my hand and Seal in the State and County named above this  
10<sup>th</sup> day of November, 1997.



[Signature]  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

My Commission Expires:

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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:

DUNHILL SPORTS, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ANN PORATH, 12773 Forest Hill Blvd., Suite 209, Wellington, FL 33414

  
\_\_\_\_\_  
ANN PORATH

Date: 11/10/97

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 am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
ANN PORATH

Date: 11/10/97