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AME: ATHLETIC OUTLET, INC.

AUDIT NUMBER.....H97000019639

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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November 26, 1997

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SUBJECT: ATHLETIC OUTLET, INC.  
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ARTICLES OF INCORPORATION OF  
ATHLETIC OUTLET, INC.

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the corporation is: ATHLETIC OUTLET, INC.

ARTICLE TWO - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE THREE - NATURE OF BUSINESS

This corporation is organized to engage in any and all lawful activity or business permitted under the laws of the United States of America and the State of Florida for which a corporation may be incorporated.

ARTICLE FOUR - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of \$1.00 par value, common stock.

ARTICLE FIVE - INITIAL CAPITAL

The amount of capital with which the corporation will begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

The foregoing has been prepared by:  
Edward C. Vining, Jr., Esq.  
FBN 038672  
25 S.E. Second Avenue, Suite 527  
Miami, Florida 33131  
Tel: 305/374-7684

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TALLAHASSEE, FLORIDA

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ARTICLE SIX - ADDRESS

The initial address of the principal office of this corporation is: 1521 Alton Road, Suite 346, Miami Beach, Florida 33139.

ARTICLE SEVEN - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation shall be One (1). The number of Directors may either be increased or decreased as provided in the Bylaws. The name and address of the initial Director of this corporation is:

SHELDON PERL  
1521 Alton Road, Suite 346  
Miami Beach, Florida 33139

ARTICLE EIGHT - INCORPORATOR

The name and address of the person subscribing to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
SHELDON PERL	1521 Alton Road Suite 346 Miami Beach, Florida 33139

ARTICLE NINE - REGISTERED AGENT

The name and address of the Registered Agent for service of process of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
SHELDON PERL	1521 Alton Road Suite 346 Miami Beach, Florida 33139

ARTICLE TEN

These Articles of Incorporation shall be effective upon

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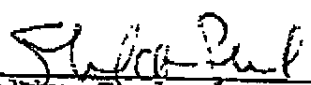
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filing with the Secretary of State of the State of Florida. This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE ELEVEN - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on this 25 day of November, 1997.

  
Sheldon Perl  
1521 Alton Road, Suite 346  
Miami Beach, Florida 33139  
As Incorporator

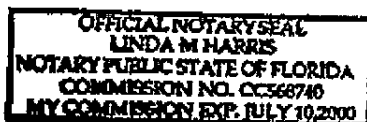
  
Sheldon Perl  
1521 Alton Road, Suite 346  
Miami Beach, Florida 33139  
As Registered Agent


STATE OF FLORIDA     )  
                                  ss.  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared, SHELTON PERL, to be the person who subscribed to the foregoing Articles of Incorporation of ATHLETIC OUTLET, INC., and he acknowledged before me that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid, this 25 day of November, 1997.

My commission expires:



  
NOTARY PUBLIC  
State of Florida at Large

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**CERTIFICATE OF REGISTERED AGENT  
OF  
ATHLETIC OUTLET, INC.**

In pursuance of Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

That ATHLETIC OUTLET, INC. is desiring to organize under the laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation at the City of Miami Beach, County of Dade, State of Florida, and has named SHERLDON PERL whose address is 1521 Alton Road, Suite 346, Miami Beach, Florida 33139 as its Registered Agent to accept service of process within the 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.

DATED this 25 day of November, 1997.

*Sheldon Perl*  
Sheldon Perl  
1521 Alton Road, Suite 346  
Miami Beach, Florida 33139  
As Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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