

PA 70000103697

Neduchal & Magee, P.A.

Attorneys at Law

226 Hillcrest Street

Orlando, Florida 32801-1243

(407) 423-1020

FAX (407) 423-7718

FILED

97 DEC -8 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

James M. Magee

FAMILY LAW

REAL PROPERTY

TRIAL PRACTICE

GENERAL PRACTICE

H. James Brett

OF COUNSEL

Joseph E. Neduchal

BANKRUPTCY

PERSONAL INJURY AND WRONGFUL DEATH

TRIAL PRACTICE

GENERAL PRACTICE

December 3, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700002365827--4
-12/08/97--01116--014
****122.50 ****122.50

RE: Incorporation of ON EDGE SPORTS INC.
Our File No: 97-201M

EFFECTIVE DATE

1-1-98

Dear Sir/Madam:

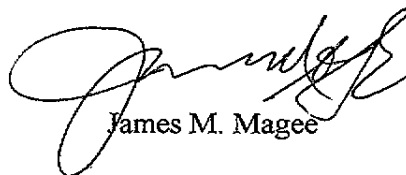
Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and a certified copy of these articles.

A check for \$ 125.00 is enclosed. This represents payment for:

Articles of Incorporation
Designation of and Acceptance by a Registered Agent
Certified copy of Articles of Incorporation

Very truly yours,


James M. Magee

JMM:rf
Enclosure

P. Hall

DEC - 9 1997

**ARTICLES OF INCORPORATION
OF
ON EDGE SPORTS INC.**

FILED
97 DEC -8 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is ON EDGE SPORTS INC.

EFFECTIVE DATE

1-1-98

ARTICLE II. CORPORATE PURPOSE

The corporation was formed for the primary purpose of wholesale sales representation, but the corporation may conduct any lawful business.

ARTICLE III. DURATION

The duration of the corporation is perpetual. The corporation is effective as of January 1, 1998.

ARTICLE IV. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 3901 Summer Wind Drive, Winter Park, Florida 32792.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,500 shares at no par value.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is Eric G. Landry, 3901 Summer Wind Drive, Orlando, Florida 32792.

ARTICLE VII. DIRECTORS

The initial Director of the corporation is Eric G. Landry, 3901 Summer Wind Drive, Orlando, Florida 32792.

ARTICLE VIII. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation is:

Eric G. Landry
3901 Summer Wind Drive
Winter Park, Florida 32792-0000

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors or the Shareholders.

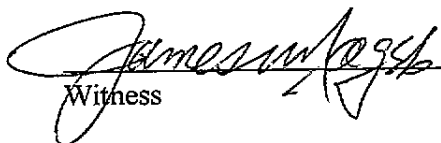
ARTICLE X. INDEMNIFICATION

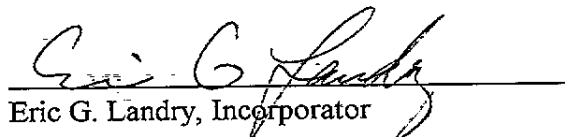
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of any amendments thereto.

The undersigned executed these articles of incorporation on the 3rd day of December, 1997.


Witness


Eric G. Landry, Incorporator

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT
FOR A FLORIDA CORPORATION**

97 DEC -8 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. 607.0501, 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 ON EDGE SPORTS INC.
2. The name of the registered agent is Eric G. Landry.
3. The address of the registered agent/registered office is 3901 Summer Wind Drive, Winter Park, Florida 32792.

Date: 12/3, 1997

ON EDGE SPORTS, INC.

By: Eric G. Landry
Eric G. Landry, Incorporator

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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 I am familiar with and accept the obligations of my position as registered agent.

Date: 12/3, 1997.

Eric G. Landry
Eric G. Landry