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LAW OFFICES

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January 9, 1998

**FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

600002397206--4  
-01/12/98-01094-018  
\*\*\*122.50 \*\*\*122.50

RE: NEW CORPORATION -  
SALTY DOG SPORTS, INC.

Dear Ladies and Gentlemen:

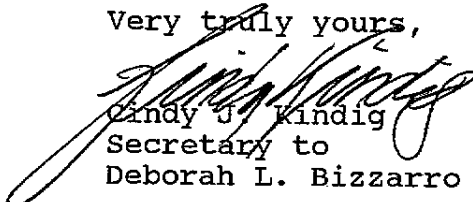
Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for SALTY DOG SPORTS, INC. with our check in the amount of \$122.50 representing your fee for filing the Articles of Incorporation.

Kindly file the Articles and return a copy of same to the undersigned in the enclosed, pre-paid Federal Express envelope.

Should you have any questions with regard to this matter, please do not hesitate to contact me directly by telephone.

Thanking you for your help and prompt attention to this matter, I remain,

Very truly yours,

  
Cindy J. Kindig  
Secretary to  
Deborah L. Bizzarro

/cjk  
Enc.  
corp/secstate.

FILED  
98 JAN 12 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QNT-14-98

ARTICLES OF INCORPORATION  
OF  
SALTY DOG SPORTS, INC.

FILED  
98 JAN 12 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SALTY DOG SPORTS, INC., with its principal office and address being located at 4100 N.E 30th Avenue, Lighthouse Point, FL 33064.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale by the corporation of any new stock of this corporation, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2929 E. Commercial Boulevard, Suite PH-C, Fort Lauderdale, FL 33308 and the name of the initial registered agent of this corporation at that address is Deborah L. Bizzarro.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director. The number of Directors may be either increased and, thereafter, be further increased or decreased from time to time in accordance with the By-

laws of the Corporation although there shall never be less than one (1) required Director. The name(s) and address(es) of the initial President/Secretary/Treasurer/Director is: Morton Shavell, 4100 N.E. 30th Avenue, Lighthouse Point, FL 33064.

#### ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Deborah L. Bizzarro, 2929 E. Commercial Boulevard, Suite PH-C, Fort Lauderdale, FL 33308.

#### ARTICLE IX - INDEMNIFICATION

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

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: January 9, 1998.

  
DEBORAH L. BIZZARRO  
INCORPORATOR

STATE OF FLORIDA

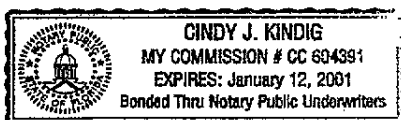
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 9th day of January, 1998, by DEBORAH L. BIZZARRO, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

  
Notary Public

Print Name: CINDY J. KINDIG

My Commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091(1), Florida Statutes (1997), the following is submitted:

That, SALTY DOG SPORTS, INC., desiring to organize or qualify under the laws of the State of Florida, has named Deborah L. Bizzarro as its agent to accept service of process within the State of Florida.

Dated: January 9, 1998.

  
DEBORAH L. BIZZARRO  
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

Dated: January 9, 1998.

*Deborah L. Bizzarro*  
DEBORAH L. BIZZARRO  
Registered Agent

FILED  
98 JAN 12 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA