

P98000041593

March 20, 1998

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation - Best Edge Sports, Inc.

Dear Sir,

In accordance with my understanding of the requirements to charter the above referenced corporation in the State of Florida, I submit the following enclosed documents:

1. Articles of Incorporation of Best Edge Sports, Inc.


2. A check payable to the "Secretary of State" in the amount of one hundred and twenty two and 50/100 (\$122.50) dollars. This amount is tendered to meet the fees required as follows:

a. filing fee	\$ 35.00
b. designation of registered agent	35.00
c. certificate of status	52.50
Total	\$122.50

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Thank you for your prompt attention to this matter.

Sincerely,



Mitchell Leitz, Incorporator - Best Edge Sports, Inc.

35246 U.S. Hwy 19 North Suite 202
Palm Harbor, FL 34684

(813) 946-0160

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
Best Edge Sports, Inc.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I
NAME

Section 1.1. Name. The name of the corporation is Best Edge Sports, Inc.

ARTICLE II
DURATION

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III
PURPOSES

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any lawful act or activity for which corporations may be organized under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

Section 4.1. Number. The aggregate number of shares that the corporation shall have the authority to issue is two-thousand (2,000) shares of Capital Stock with a par value of one (\$1.00) dollar per share.

Section 4.2. Capital. The amount of capital with which this corporation will begin business shall be not less than one thousand (\$1,000) dollars.

Section 4.3. Class of Stock. The shares of this corporation are all of the same common class.

Section 4.4. Transfer Restriction. Shareholders must first offer shares to the corporation or other existing shareholders, ratably in accordance with their existing ownership percentages, prior to offering shares to other prospective purchasers.

Section 4.5. Merger Approval. The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case.

Section 4.6. Other. Shareholders shall have no preemptive rights. Cumulative voting shall not be permitted.

EFFECTIVE DATE
3-20-98

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1. Office. The initial street address of the initial registered office of the corporation is:
35246 U.S. Hwy 19 North Suite 202
Palm Harbor, FL 34684

Section 5.2. Mailing Address. The mailing address of this corporation shall be:
35246 U.S. Hwy 19 North Suite 202
Palm Harbor, FL 34684

Section 5.3. Agent. The name of the Corporation's initial registered agent at the address identified in Section 5.1 above is Mitchell Leitz.

**ARTICLE VII
BOARD OF DIRECTORS**

Section 6.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, determined by a majority vote of the directors then in office, but shall never be less than one (1).

Section 6.2. Initial Director. The name and street address of the initial member of the Board of Directors of this corporation is:

<u>Name</u>	<u>Street Address</u>
Mitchell Leitz	35246 U.S. Hwy 19 North Suite 202 Palm Harbor, FL 34684

**ARTICLE VII
BYLAWS**

Section 7.1. Bylaws. The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE VIII
INCORPORATOR**

Section 8.1. Name and Address. The name and street address of the incorporators of this corporation are:

<u>Name</u>	<u>Street Address</u>
Mitchell Leitz	35246 U.S. Hwy 19 North Suite 202

Palm Harbor, FL 34684

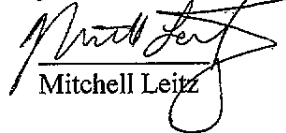
**ARTICLE IX
INDEMNIFICATION**

Section 9.1. Indemnification. To the full extent permitted by the laws of the State of Florida, the corporation shall indemnify the registered agent, any past and present director, officer or employee who has been made or is threatened to be made a party to, witness in, or participant in any civil or criminal lawsuit or any administrative, arbitral, legislative or investigative proceedings by reason of the fact that the person is a registered agent, director, officer or employee of this corporation.

**ARTICLE X
AMENDMENT**

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

WITNESS the hand and seal of the subscriber this 12th day of December, 1991.

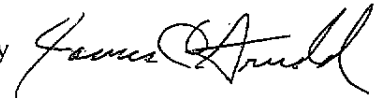

Mitchell Leitz

STATE OF FLORIDA)

)ss

COUNTY OF PINELLAS)

The following instrument was acknowledged before me this 20th day of March, 1998, by





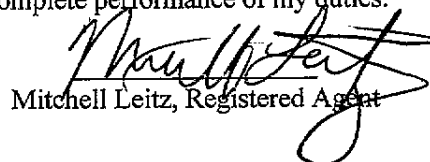
JAMES C. ARNOLD
COMMISSION # CC 487985
EXPIRES SEP 23, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE
SERVICE OF PROCESS WITHIN FLORIDA**

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted. Best Edge Sports, Inc., desiring to organize under the laws of the State of Florida with its principle office as indicated in the Articles of Incorporation, has named Mitchell Leitz as its agent to accept service of process at the registered office within this state, at 35246 U.S. Hwy 19 North Suite 202, Palm Harbor, FL 34684

ACKNOWLEDGEMENT

Having been named to accept service of process for Best Edge Sports, Inc. at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Mitchell Leitz, Registered Agent