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5/07/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: THE ATHLETE, INC.

AUDIT NUMBER.....H98000008743

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

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
OF
THE ATHLETE, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation

ARTICLE I NAME

The name of the corporation shall be:

The Athlete, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*3721 North 53rd Avenue
Hollywood, FL 33021*

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares at \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*Steve Smith
3721 North 53rd Avenue
Hollywood, FL 33021*

*Friedfeld & Assoc.
Mitchell M. Garcia
2655 S. Bayshore Dr. #400
Coconut Grove, FL 33133
(305) 859-2822*

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ARTICLE V. INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Steve Smith
3721 North 53rd Avenue
Hollywood, FL 33021

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

5th Day of May, 1998


Signature

Signature

Signature

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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:

The Athlete, Inc.

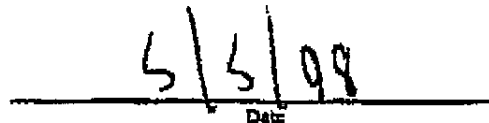
2. The name and address of the registered agent and office is:

*Steve Smith
3721 North 53rd Avenue
Hollywood, FL 33021*

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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 I am familiar with and accept the obligations of my position as a registered agent.


Signature


Date

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