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CONTACT: THERESIA WESTBROOK

FAX #: (813)221-4210

PHONE: (813)229-2300

NAME: RUSSELL PERFORMANCE, INC.

AUDIT NUMBER...... H98000009397

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

CERT. OF STATUS...0

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ARTICLES OF INCORPORATION OF

Russell Performance, Inc.

(a Florida corporation)

Pursuant to the Florida Business Corporation Act (the "Act"), the undersigned incorporator of Russell Performance, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I Name

The name of the Corporation is Russell Performance, Inc.

ARTICLE II Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III Existence of Corporation

The Corporation shall have perpetual existence.

ARTICLE IV Capital Stock

The total number of shares which the Corporation shall have the authority to issue shall be One Million (1,000,000) shares, consisting of a single class of Common Stock having a \$.01 par value per share.

ARTICLE V Preemptive Rights

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

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Prepared by: Stephen A. Crane - Fla. Bar. # 207446 Foley & Lardner 100 N. Tampa Street, Suite 2700 Tampa, Florida 33602 (813) 229-2300 98 MAY 20 AM ID: 20
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ARTICLE VI Principal Office and Mailing Address

The Corporation's principal office and mailing address is 225 Fentress Blvd., Daytona Beach, Florida 32114.

ARTICLE VII Affiliated Transactions

Pursuant to section 607.0901(5)(a) of the Act, the Corporation expressly elects not to be governed by the provisions of section 607.0901 of the Act.

ARTICLE VIII Initial Board of Directors

The number of directors constituting the initial board of directors of the Corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of the Corporation's directors be less than one (1). The name of the person who is to serve as the initial Director and until successor directors of the Corporation are elected and qualified is as follows:

David L. Russell 225 Fentress Blvd. Daytona Beach, Florida 32114

ARTICLE IX Registered Office and Registered Agent

The street address of the Corporation's registered office is 200 Laura Street, Jacksonville, Florida 32202 and its agent for service of process at such office is F&L Corp.

ARTICLE X Incorporator

The name of the Corporation's sole incorporator is Stephen A. Crane, whose address is 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602.

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ARTICLE XI Right to Amend

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders of the Corporation are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has, in accordance with the Act, executed these Articles of Incorporation as of this 20th day of May 1998.

Stephen A. Crane

ACKNOWLEDGEMENT AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been designated to accept service of process for Russell Performance, Inc. at the place indicated in the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent and does hereby acknowledge that the undersigned is familiar with and accepts the obligations of such position as set forth under Section 607.0505 of the Florida Business Corporation Act.

Executed as of this 20th day of May 1998.

Registered Agent

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