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TO: DIVISION OF CORPORATIONS

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FROM: FOLEY & LARDNER OF TAMPA
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NAME: RUSSELL PERFORMANCE, INC.

AUDIT NUMBER.....H98000009397

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

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PAGES..... 3

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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

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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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