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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1.) Motto Sports Technologies Inc.  
(CORPORATE NAME & DOCUMENT #)

2.)  
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DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

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**Articles of Incorporation  
of  
Motto Sports Technologies, Inc.**

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The undersigned incorporator forms a corporation under the laws of the State of Florida and states as follows:

**Article I  
Name**

The name of the corporation is:

Motto Sports Technologies, Inc.

**Article II  
Principal Office**

The principal office of the corporation is:

355 Interstate Blvd.  
Sarasota, FL 34240

**Article III  
Duration**

The corporation shall commence existence upon the filing of these Articles of Incorporation, and continue in existence perpetually thereafter.

**Article IV  
Purpose**

This corporation is organized for the purposes of engaging in the design, development and manufacturing of sports products; including, but not limited to, the acquisition of a business opportunity in any industry including industries such as manufacturing, finance, service, natural resources, high technology, product development, medical, communications, or any other industry, and to engage in all other lawful business.

**Article V  
Capital Stock**

This Corporation is authorized to issue a maximum of 100,000 shares of a common class stock with \$0.10 par value per share.

**Article VI**  
**Initial Registered Office and Agent**

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TALLAHASSEE, FLORIDA

The street address of the initial registered office of this Corporation is:

355 Interstate Blvd.  
Sarasota, FL 34240

The name of the registered agent of this Corporation at that address is:

Carl L. Smith

**Article VII**  
**Initial Board of Directors**

This Corporation shall have one (1) Director initially. However, the number of Directors may be either increased or diminished from time to time in accordance with this Corporation's By-Laws, but there shall never be less than one (1) Director. The name and address of the initial Director of this Corporation is:

Carl L. Smith  
355 Interstate Blvd.  
Sarasota, FL 34240

**Article VIII**  
**Incorporator**

The name and mailing address of the undersigned incorporator signing these Articles of Incorporation is:

Carl L. Smith  
355 Interstate Blvd.  
Sarasota, FL 34240

**Article IX**  
**Amendment**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporation has executed these Articles of Incorporation this 24<sup>th</sup> day of July, 1998.

I HEREBY ACCEPT DESIGNATION  
AS REGISTERED AGENT.

  
\_\_\_\_\_  
Carl L. Smith  
Incorporator/Registered Agent