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G. Michael Mackenzie, P.A.

ATTORNEY AND COUNSELOR AT LAW

G. MICHAEL MACKENZIE

- Estate Planning
- Probate
- Board Certified Real Estate Lawyer
- Corporate & Business Law

(727) 791-0031

FAX: (727) 797-8063

E-Mail: gmike@gte.net

2424 Enterprise Road
Suite "G"

Clearwater, Florida 33763

P.O. Box 14358

Clearwater, Florida 33766

September 1, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

600002632976-7
-09/04/98-01129-006
****122.50 ****122.50

RE: WEST COAST SPORTS II, INC.

Gentlemen:

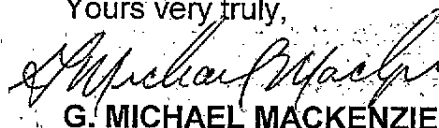
Please find enclosed the original and a copy of the Articles of Incorporation for the above proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing the charter tax, filing fees for the Articles of Incorporation and the appropriate sum for a certified copy of the Articles of Incorporation.

When this corporation has been duly qualified, please forward a certified copy of the Articles of Incorporation, together with your filing acknowledgment.

Your expedited handling and return is requested.

Thank you.

Yours very truly,


G. MICHAEL MACKENZIE

Enclosure
sm

Dmc
9/9/98

FILED
98 SEP -4 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98 SEP -4 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

WEST COAST SPORTS II, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation is **WEST COAST SPORTS II, INC.**

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office of the Corporation is: 35181 U. S. Highway 19 N., Palm Harbor, Florida 34684, in Pinellas County, State of Florida. The registered agent at this address is MARK BORN.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence.

ARTICLE IV. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is to retail sale of new and used sporting goods, and any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 1000 shares at \$.50 par value.

Section 2. Pre-emptive rights. The holder of any shares of the stock of the Corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is \$500.00 Dollars.

ARTICLE VIII. DIRECTORS.

This corporation shall not have Directors, but will be managed by the stockholders.

ARTICLE IX. INITIAL OFFICERS

The names and street address of the officers of the corporation, who, subject to this Charter, By-laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of permanent officers, or until their successors have been duly elected and qualified, are:

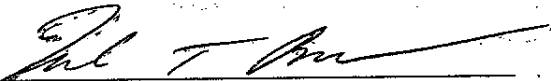
<u>NAME & ADDRESS</u>	<u>OFFICE</u>
MARK BORN 35181 U. S. Highway 19 N. Palm Harbor, FL 34684	President/Secretary

ARTICLE X. SUBSCRIBERS

The names and the street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

<u>NAME & ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
MARK BORN 35181 U. S. Highway 19 N. Palm Harbor, FL 34684	1000	\$500.00

IN WITNESS WHEREOF, the undersigned has hereunto set his hand to the foregoing Articles of Incorporation for WEST COAST SPORTS II, INC., this _____ day of August, 1998.


MARK BORN

STATE OF FLORIDA
COUNTY OF PINELLAS


I HEREBY CERTIFY that on this 31 day of August, 1998, personally appeared MARK BORN who is personally known to me, or who presented _____ as identification.


NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida Corporation, WEST COAST SPORTS II, INC.


MARK BORN

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 31 day of August, 1998, personally appeared MARK BORN, who is personally known to me or who presented a Florida Drivers License as identification.



NOTARY PUBLIC

My Commission Expires:



G. MICHAEL MACKENZIE
COMMISSION # CC 664408
EXPIRES AUG 5, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.