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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam,

Please file these Articles of Incorporation and return
certificate to me. Enclosed is check for \$78.75.

Thank you,

Sincerely

Connie L. Embury
Connie L. Embury

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ARTICLES OF INCORPORATION
OF
REPLAY SPORT'S INC.

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98 OCT -2 AM 10:26
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, INCORPORATOR, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be REPLAY SPORT'S INC.
The principal place of business of this corporation shall be:
208 56th Street, Holmes Beach, Florida 34217.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
One Hundred (100) shares at no par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is :

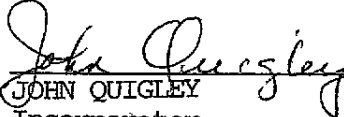
JOHN QUIGLEY
208 56th Street
Holmes Beach, Florida 34217

ARTICLE VI INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

JOHN QUIGLEY
208 56th Street
Holmes Beach, Florida 34217


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of Sept, 1998.


JOHN QUIGLEY
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: REPLAY SPORT'S INC.
2. The name and address of the registered agent and office is: JOHN QUIGLEY, 208 56th Street, Holmes Beach, Florida 34217.


JOHN QUIGLEY
Pres.
Title:
Date: 9/28/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

John Quigley
JOHN QUIGLEY

Registered Agent:

Date: 9/28/98

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TALLAHASSEE, FLORIDA