

GANTHER & FEE, P.A.
ATTORNEYS AND COUNSELORS AT LAW
BARNETT PLAZA, SUITE 1030
101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602

(813) 229-8008

(813) 229-0046 (Fax)

WWW.GANTHERFEE.COM

P98000094757
November 4, 1998

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

400002682504-- 8
-11/06/98--01083--003
*****70.00 *****70.00

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
U.S.A. Sports, Inc.

Dear Sir or Madam:

Enclosed for filing please find Articles of Incorporation for U.S.A. Sports, Inc., together with a check in the amount of \$70.00 for the filing fee and designation of Registered Agent. Please return to me a date-stamped copy of the Articles, a copy of which is included. Also enclosed is a self-addressed, stamped envelope for your convenience.

Thank you for your attention to this matter. Should you have any questions, please call me.

Sincerely,

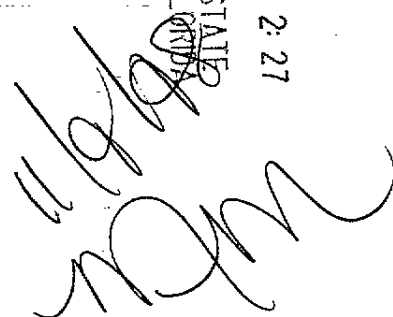


Leslie H. Matthews, CLA
Paralegal to James S. Ganther

/lm

Enclosures

FILED
98 NOV -6 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

OF

U.S.A. SPORTS, INC.

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

ARTICLE I

Name

The name of the corporation is U.S.A. SPORTS, INC.

ARTICLE II

Principal Office

The address of the initial principal place of business of the corporation is 4532 West Kennedy Blvd., Tampa, Florida 33609.

ARTICLE III

Stock

The number of shares of stock the corporation is authorized to have outstanding at any one time is one thousand (1000) shares, all of which shall be common shares in one class only, each with a par value of \$0.01 per share.

ARTICLE IV

Prescriptive Rights

Each holder of any of the shares of the Common Stock shall be entitled to a preemptive right to purchase or subscribe for any unissued stock of any class or any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the Corporation of any class, or bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation, or carrying any rights to purchase stock of any class, whether said unissued stock shall be issued for cash, property, or any other lawful consideration.

FILED
98 NOV -6 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Initial Registered Agent and Address

The Registered Agent of the corporation is James S. Ganther, and the registered address is Ganther & Fee, P.A., Barnett Plaza, Suite 1030, 101 East Kennedy Boulevard, Tampa, Florida, 33602.

ARTICLE VI
Purpose

The purpose for which the corporation is organized is to engage in any legal business.

ARTICLE VII
Management

The business of the corporation shall be managed by a board of directors elected by the shareholders in accordance with the Bylaws of the corporation.

ARTICLE VIII
Incorporator

The name and street address of the incorporator is as follows: James S. Ganther, 101 E. Kennedy Blvd., Suite 1030, Tampa, Florida 33602.

The undersigned has executed these Articles of Incorporation this 3rd day of November, 1998.



JAMES S. GANTHER
Incorporator

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in the certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions

of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent, this 22 day of November, 1998.


JAMES S. GANTHER
Registered Agent