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February 10, 1999

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

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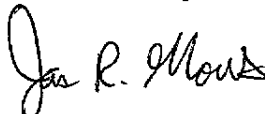
To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation along with a check for \$122.50 to cover the filing fee. Please send the Certified Copy of the Articles of Incorporation to this address:

Harry M. Melton
Post Office Box 881
Crestview, Florida 32536

Thank you for your cooperation in this matter.

Sincerely,


Jason R. Moulton

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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2-15-99

**ARTICLES OF INCORPORATION FOR
SPORTS LOCKER OF NORTHWEST FLORIDA, INC.**

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DIVISION OF CORPORATIONS
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I, the undersigned natural person, of the age of twenty-one years or more, acting as incorporator of a corporation, under the Florida Business Act, adopt the following articles of incorporation for such corporation:

ARTICLE I – NAME

The name of this corporation is Sports Locker of Northwest Florida, Inc.

ARTICLE II – DURATION

The period of its duration is perpetual existence pursuant to the laws of the State of Florida.

ARTICLE III – PURPOSE

The purpose or purposes for which the corporation is organized are: to engage in any and all business activities or business enterprises permitted under the laws of the United States and the State of Florida; to purchase, sell, or hold any and all property, both real and personal and to engage in any lawful business activity, both foreign and domestic.

ARTICLE IV – CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common stock at a par value of \$1.00 per share.

**ARTICLE V – INITIAL ADDRESS AND INITIAL
REGISTERED OFFICE AND AGENT**

The principle address and initial registered address and agent of this corporation shall be: 1308 North Ferdon Boulevard, Crestview, Florida 32536. The initial agent Harry M. Melton who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

Provisions limiting or denying shareholders the pre-emptive right to acquire additional or treasury shares of the corporation are none.

The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. Bylaws may provide for increase or change in the number of directors.

The names and addresses of the directors constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Harry M. Melton	1308 North Ferdon Boulevard Crestview, Florida 32536

ARTICLE VII – INITIAL CAPITALIZATION

The corporation shall have an initial capitalization of one hundred dollars (\$100.00).

ARTICLE VIII – CUMULATIVE VOTING

Shareholders of this corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected.

The shareholder may give all of their votes to one candidate or distribute them among as many candidates as the shareholder may wish.

Notice must be given by any shareholder to the President or Vice President of the corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that such shareholder intends to accumulate his vote at said election.

ARTICLE IX – AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors; proposed by them to the stockholders; and approved at a stockholder's meeting by a two-thirds (2/3) vote of those stockholders attending and allowed to vote.

ARTICLE X - INCORPORATOR

The Incorporator of the corporation is Harry M. Melton, and he has agreed to accept the responsibilities that come with this role.

I hereby agree to accept the responsibilities given to me as incorporator of this corporation.

Harry M. Melton
Harry M. Melton, incorporator

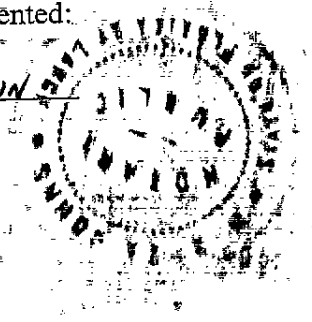
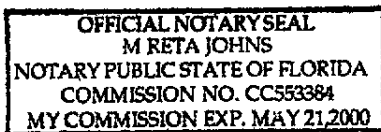
Appeared Harry M. Melton, known to me to be the person
whose name is subscribed to the within these Articles of Incorporation,

WITNESS my hand and official seal this 10th day of February,
1998 my HMM

M. Reta Johns
Notary Public
My commission expires:

Identification presented:

Personally Known



ACCEPTANCE OF REGISTERED AGENT

**CERTIFICATE DESIGNATING THE PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Florida Statutes Section 48.091 the following is submitted:

FIRST – That Sports Locker of Northwest Florida, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principle place of business, as indicated in the Articles of Incorporation at the City of Crestview, State of Florida, has named, Harry M. Melton, located at 1308 North Ferdon Boulevard, City of Crestview, State of Florida, as its agent to accept service of process within Florida.

For the corporation: HARRY M. MELTON
TITLE: INCORPORATOR
DATE: 2/10/99

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.

SIGNATURE Harry M. Melton
DATE 2/10/99

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