

THE LANDRESS GROUP, INC.

209 Palmetto Avenue, Merritt Island, Florida 32953

May 4, 1999

Secretary of State
Corporation Division
The Capital
Tallahassee, FL 32304

Re: Articles of Incorporation

To Whom It May Concern:

I am enclosing herewith an original and a copy of the Articles of Incorporation for THE LANDRESS GROUP, INC. In addition, my check in the amount of \$122.50 is enclosed to cover the following fees:

Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent Fee		35.00
	\$	122.50

200002867742-3
-05/07/99--01108--002
****122.50 *****78.75

Please file the original Articles of Incorporation and return a certified copy to the undersigned in the enclosed envelope.

I thank you in advance for your prompt assistance.

Sincerely,

THE LANDRESS GROUP, INC.



Richard Landress
President and
Registered Agent

DL:rmb

Enclosures

FILED
99 MAY -7 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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105

ARTICLES OF INCORPORATION
THE LANDRESS GROUP, INC.

The undersigned hereby subscribes to these Articles of Incorporation and executes same for the purpose of becoming a Corporation for profit under the laws of the State of Florida.

FILED
99 MAY -7 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of the corporation is **THE LANDRESS GROUP, INC.** with its principal place of business at 209 Palmetto Avenue, Merritt Island, FL 32953.

ARTICLE II
CORPORATE NATURE

This is a corporation for profit and may engage in any activity which is lawful under the laws of the State of Florida, including, but not limited to the wholesale of sporting gear.

ARTICLE III
DURATION

The term of existence of this corporation is perpetual.

ARTICLE IV
CORPORATE OFFICERS

The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President/Secretary/Treasurer	Richard A. Landress 209 Palmetto Avenue Merritt Island, FL 32953
Vice President	Lisa L. McQuain 209 Palmetto Avenue Merritt Island, FL 32953

Vice President

Kevin B. Landress
209 Palmetto Avenue
Merritt Island, FL 32953

Vice President

Ralph G. Landress
209 Palmetto Avenue
Merritt Island, FL 32953

Vice President

Kimberly e. Landress
209 Palmetto Avenue
Merritt Island, FL 32953

ARTICLE IV REGISTERED AGENT AND OFFICE

The address of the corporations registered agent and office shall be 209 Palmetto Avenue, Merritt Island, FL 32953 and the name of its registered agent at said address shall be Richard A. Landress.

ARTICLE VI SOLE INCORPORATOR

The name and street address of the sole incorporator of the corporation is: Richard A. Landress, at 209 Palmetto Avenue, Merritt Island, FL 32953.

ARTICLE VII INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

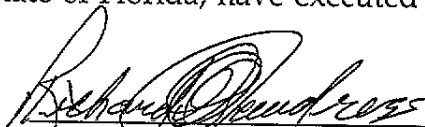
ARTICLE VIII BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholders.

ARTICLE IX AMENDMENT TO ARTICLES


Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

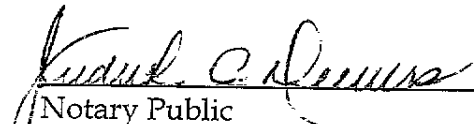
The undersigned, being the sole incorporator of this corporation, for the purpose of forming this corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 4th day of May 1999.


Richard A. Landress, Secretary

STATE OF FLORIDA
COUNTY OF BREVARD


The foregoing instrument was acknowledged before me this 5th day of May 1999, by Richard A. Landress, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

 Judith C. Deevers
★ My Commission CC674162
Expires September 21, 2001


Notary Public

ACCEPTANCE OF REGISTERED AGENT


The undersigned hereby accepts appointment as registered agent for THE LANDRESS GROUP, INC.

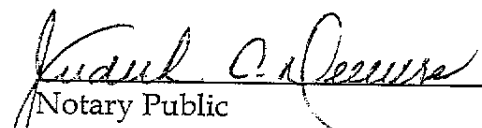

Richard A. Landress

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

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Notary Public