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May 3, 1999

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Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 5327
Tallahassee, Florida 32301

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-05/10/99-01135--004

*******87.50 *****87.50**

Re: Activeoutdoors.Com, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the Article of Incorporation of Activeoutdoors.com, Inc., to be registered as a Florida Corporation. Please issue the Certificate of Incorporation and return the same to my office together with a certified copy of the Articles. I have enclosed a check in the sum of \$87.50 to cover the filing fee, Certified Copy and Certificate of Status.

I appreciate your cooperation and prompt attention to this matter. Should you have any further questions, then please do not hesitate to contact this office.

Very truly yours,


Barry E. Hughes

BEH/dlc

Encls.

FILED
99 MAY 10 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 12 1999

ARTICLES OF INCORPORATION
OF
ACTIVEOUTDOORS.COM, INC.

99 MAY 10 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation is ACTIVEOUTDOORS.COM, INC., with its principal office located at 6063 Sabal Creek Boulevard, Port Orange, Florida, 32122.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is as follows:

(a). To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

(b). To own, operate, manage, develop, and design an online internet commerce network focusing on outdoor recreation enthusiasts; To purchase and develop systems, including computer hardware and software necessary to own and operate an online commerce internet site to provide information, news, products and services focusing on, but not limited to, outdoor recreation.

(c). To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any manner reproduced.

(d). To purchase, take, receive, lease, sub-lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with the real and personal property or any interest therein, wherever situated.

(e). To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or part of its property and assets.

(f). To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute 607.141 as amended.

(g). To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(h). To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i). To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(j). To make distribution for the public welfare or for other charitable, scientific or educational purposes.

(k). To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any and all of its directors and officers.

(l). To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(m). To have, exercise and enjoy all of the rights and privileges of corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of the specific powers and purposes shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE IV

This corporation is authorized to issue 10,000,000 shares of no par value common stock which shall be the aggregate number of shares this corporation has authority to issue.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VI

The mailing address of the principal office of this corporation is 6063 Sabal Creek Boulevard, Port Orange, Florida, 32122 and the name of the registered agent of this of this corporation is Jeffrey D. Trunzo, 6063 Sabal Creek Boulevard, Port Orange, Florida, 32122.

ARTICLE VII

This corporation shall have two (2) directors initially. The number of directors may be increased up to seven (7) by resolution of the directors of this Corporation but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey D. Trunzo	6063 Sabal Creek Blvd. Port Orange, FL 32122
Pamela M. Trunzo	6063 Sabal Creek Blvd. Port Orange, FL 32122

ARTICLE VIII

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey D. Trunzo	6063 Sabal Creek Blvd. Port Orange, FL 32122

ARTICLE IX

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

ARTICLE X

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of

shareholders.

If a quorum is present, the affirmative vote of a majority represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

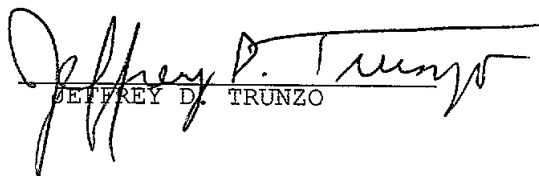
ARTICLE XII

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto in the manner provided by law and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3rd day of May, 1999.



JEFFREY D. TRUNZO

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above,

personally appeared JEFFREY D. TRUNZO known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county last aforesaid this 3rd day of May, 1999.

 Louann S. Perez
MY COMMISSION # CC588792 EXPIRES
December 3, 2000
BONDED THRU TROY FAIR INSURANCE, INC.
Louann S. Perez
Notary Public,

My Commission Expires:

Pursuant to Chapter 607.164 as amended, of the Florida Statutes, the undersigned individual designated as Registered Agent in the Articles of Incorporation for ActiveOutdoors.com, Inc., with an office at 6063 Sabal Creek Boulevard, Port Orange, Florida, 32122 therefore to act as Registered Agent in accordance with the provisions of the said Statute.

Jeffrey D. Trunzo
JEFFREY D. TRUNZO

FILED
99 MAY 10 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA