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VIA U.S. MAIL

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Incorporation of AthleticPlanet.com

200002980032--1
-09/07/99--01118--009
*****78.75 *****78.75

To whom it may concern:

Enclosed please find the original Articles Of Incorporation for AthleticPlanet.com and check in the amount of seventy-eight dollars and seventy-five cents (\$78.75) in order to properly incorporate, designate the registered agent, and cost for a certified copy for the above referenced company. If you have any questions or comments, please contact me at (407) 839-4250.

Sincerely,

BROAD AND CASSEL



Todd W. Watson

TWW:tww
Enclosures

FILED
99 SEP 22 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 13, 1999

BROAD AND CASSEL
390 N. ORANGE AVE., STE. 1100
ORLANDO, FL 32801

SUBJECT: ATHLETICPLANET.COM, INC.
Ref. Number: W99000020996

We have received your document for ATHLETICPLANET.COM, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 899A00045024

ARTICLES OF INCORPORATION

OF

AthleticPlanet.com, INC.

FILED
99 SEP 22 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be AthleticPlanet.com, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the corporation shall be 3131 Euclid Ave. Tampa, FL 33629.

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - GENERAL PURPOSE

The general purpose for which the corporation is organized shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is seventy-five thousand (75,000) shares, which shall be designated Common Shares with a par value of ten cents (\$.10) per share.

**ARTICLE VI - INITIAL REGISTERED
OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32802. The name of the initial registered agent of the corporation at such address is Todd W. Watson.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be two (2).

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The names and addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified, are:

Name

Address:

Jeff Austin 3131 Euclid Ave.
Tampa, Florida 33629

Terri Reid 1285 Gasparilla Dr.
Caya Costa
St. Petersburg, Florida 33702

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

Name

Address:

Jeff Austin 3131 Euclid Ave.
Tampa, FL 33629

ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X1 - INDEMNIFICATION

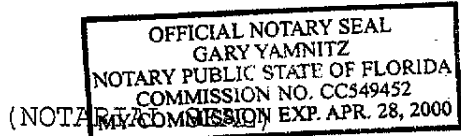
The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Tampa, Florida, this 23 day of AUGUST, 1999.

Jeff Austin
Jeff Austin, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF Hillsborough)

The foregoing instrument was acknowledged before me this 13 day of Aug, 1999, by Jeff Austin who is personally known to me and who did take an oath.



NOTARY PUBLIC
Printed Name: **GARY YAMNITZ**
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Todd W. Watson, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Section 607.0501(3) of the Florida Business Corporation Act.

Todd W. Watson

FILED
99 SEP 22 PM 4: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA