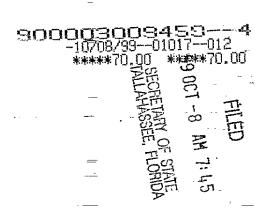
P99000090208

Peter Makris 2110 Drew Street Clearwater, FI 33765

10/5/99

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Fl 32314



Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent / Registered Office. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation as soon as possible and return the articles back to the address below:

> Peter Makris 2110 Drew Street Clearwater, FI 33765

If there are any questions, or you are having problems filing the Articles, please call me at (727) 446-0000.

Very Truly Yours,

Peter Makris

ARTICLES OF INCORPORATION

<u>OF</u>

ATHLETIC GEAR SYSTEMS, INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

ATHLETIC GEAR SYSTEMS, INC.

The principal place of business of this corporation shall be:

1931 SADDLE HILL ROAD S., DUNEDIN, FL 34698

The mailing address of this corporation shall be:

1931 SADDLE HILL ROAD S., DUNEDIN, FL 34698

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all-lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock has \$1.00 per value per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have one director and one officer initially.

The name and street address of the initial director and officer who shall hold office for the first year of the corporation's existence, or until his successor is elected or appointed is:

Marcelo A. Berje President 1931 Saddle Hill Road S. Dunedin, FL 34698

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to the Articles of Incorporation is:

Marcelo A. Berje

1931 Saddle Hill Road <u>S</u>. Dunedin, FL 34698 __

IN WITNESS WHEREOF, the	under signed	incorporator i	has executed the:	se
Articles of Incorporation this	$=$ 5^{n} day	of <u>OC√</u>	, 199	

Signature of Incorporator

Incorporator

STATE OF FLORIDA COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledge and sworn to before me this 5^{†—} day of ______, 1999, by MARCELLO A. BERJE of ATHLETIC GEAR SYSTEMS, INC.

FL Driver License B620-541-66-014-0

Notary Public

Dori A. Lindsley
Commission # CO 821541
Expires Apr. 15, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is:

ATHLETIC GEAR SYSTEMS, INC.

2. The name and address of the registered agent and office is:

Name: MARCELO A. BERJE

Address: 1931 SADDLE HILL ROAD S.

City: DUNEDIN STATE: FL ZIP-CODE: 34698

SIGNATURE: MARCELO A. BERJE

Address: 1931 SADDLE HILL ROAD S.

TITLE: PRESIDENT

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 FURTHUR AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

DATE:

SIGNATURE: // Williams / DATE: _____ /0/4/99