

505003

HUNTON & WILLIAMS

RIVERFRONT PLAZA, EAST TOWER

951 EAST BYRD STREET

RICHMOND, VIRGINIA 23219-4074

TELEPHONE (804) 788-8200

FACSIMILE (804) 788-8218

ATLANTA, GEORGIA
BRUSSELS, BELGIUM
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KNOXVILLE, TENNESSEE
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NEW YORK, NEW YORK
NORFOLK, VIRGINIA
RALEIGH, NORTH CAROLINA
WARSAW, POLAND
WASHINGTON, D.C.

E-MAIL: BBEAR@HUNTON.COM

FILE NO.: 36345.1
DIRECT DIAL: (804)788-7213

July 10, 1998

BY UPS NEXT DAY

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-07/13/98--01118--004
*****35.00 *****35.00

Articles of Merger

Dear Sir or Madam:

Enclosed for filing are Articles of Merger merging Creative Sports Designs, Inc. into Creative Sports Designs of Virginia, Inc. as well as this firm's check in the amount of \$35.00 to cover the cost of filing this document.

I would appreciate it if you would return a receipt and evidence of filing to me at the above address.

If you have any questions, please do not hesitate to call me. Thank you for your assistance.

Sincerely,



Elizabeth S. Bear
Legal Assistant

FILED
98 JUL 13 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
7-17-98
CC

ARTICLES OF MERGER
Merger Sheet

MERGING:

CREATIVE SPORTS DESIGNS, INC., a Florida corporation, S05003

INTO

CREATIVE SPORTS DESIGNS OF VIRGINIA, INC., corporation not qualified in
Florida.

File date: July 13, 1998

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

MERGING

CREATIVE SPORTS DESIGNS, INC.
A FLORIDA CORPORATION

INTO

CREATIVE SPORTS DESIGNS OF VIRGINIA, INC.
A VIRGINIA CORPORATION

FILED
98 JUL 13 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act and Section 13.1-720 of the Virginia Stock Corporation Act, **CREATIVE SPORTS DESIGNS OF VIRGINIA, INC.**, a Virginia corporation (the "Surviving Corporation"), as the surviving corporation, and **CREATIVE SPORTS DESIGNS, INC.**, a Florida corporation, (the "Merged Corporation") hereby adopt the following Articles of Merger:

FIRST: The Plan of Merger (the "Plan") pursuant to which the Merged Corporation will merge into the Surviving Corporation (the "Merger"), is attached hereto as Exhibit A and made a part thereof.

SECOND: The Plan was duly approved and adopted by the Board of Directors of the Merged Corporation at a duly called meeting held on January 9, 1998 and by the Board of Directors of the Surviving Corporation at a duly called meeting held on January 9, 1998. The Surviving Corporation is a wholly-owned subsidiary of the Merged Corporation.

THIRD: The Plan was duly approved and adopted by the shareholders of the Merged Corporation by unanimous written consent in lieu of a meeting dated January 9, 1998, and by the sole shareholder of the Surviving Corporation by written consent in lieu of a meeting dated January 9, 1998.

FOURTH: The Merger is permitted by the relevant provisions of the Florida Business Corporation Act and the Virginia Stock Corporation Act.

FIFTH: Pursuant to Sections 607.0123 and 607.1105 of the Florida Business Corporation Act and Section 13.1-606 of the Virginia Stock Corporation Act, the effective time and date of the Merger shall be 11:59 p.m. on May 31, 1998.

Dated: January 30, 1998.

**CREATIVE SPORTS DESIGNS,
INC.**

a Florida corporation

By: Roger Socci
Name: Roger Socci
Title: President

Dated January 30, 1998.

**CREATIVE SPORTS DESIGNS
OF VIRGINIA, INC.**

a Virginia corporation

By: Roger Socci
Name: Roger Socci
Title: President

January 6, 1998
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PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into as of this 9th day of January, 1998 by and between Creative Sports Designs, Inc., a corporation incorporated under the laws of Florida (the "Merged Corporation") and Creative Sports Designs of Virginia, Inc., a corporation incorporated under the laws of Virginia (the "Surviving Corporation").

Surviving Corporation is a wholly-owned subsidiary of Merged Corporation. Merged Corporation and Surviving Corporation and their respective Boards of Directors and their respective shareholders have approved the merger of Merged Corporation with and into Surviving Corporation by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, Merged Corporation and Surviving Corporation agree as follows:

1. Merger. At the Effective Time (as defined below), Merged Corporation shall be merged with and into Surviving Corporation (the "Merger") in accordance with the provisions of Article 12 of the Virginia Stock Corporation Act and Sections 706.1101 to 706.1107 of the Florida Business Corporation Act; Surviving Corporation shall be, and continue in existence as, the Surviving Corporation; and the separate corporate existence of Merged Corporation shall cease.

2. Effective Time. Pursuant to Section 13.1-606 of the Virginia Stock Corporation Act and Sections 607.0123 and 607.1105 of the Florida Business Corporation Act, the effective time and date of the Merger shall be 11:59 p.m. on January 31, 1998 (the "Effective Time").

3. Effect of Merger on Outstanding Shares; Exchange of Shares. The manner of converting or cancelling shares of Merged Corporation and Surviving Corporation shall, by virtue of the Merger and without any action on the part of the holders thereof, be as follows:

(a) At the Effective Time, each issued and outstanding share of Common Stock of Merged Corporation shall be converted into one share of Common Stock of the Surviving Corporation.

(b) At the Effective Time, the certificate representing the issued and outstanding share of Common Stock of the Surviving Corporation held by the Merged Corporation shall be tendered to the Surviving Corporation by the Merged Corporation and such certificate shall be cancelled.

(c) Promptly after the Effective Time, the Surviving Corporation shall cause to be mailed to each person who was, immediately prior to the Effective Time, a holder of record of issued and outstanding shares of common stock of the Merged Corporation instructions for use in effecting the surrender of the certificates which, immediately prior to the Effective Time, represented shares of common stock of the Merged Corporation.

Upon surrender to the Surviving Corporation of such certificates, duly executed and completed in accordance with instructions thereto, the Surviving Corporation shall promptly cause to be issued one share of common stock of the Surviving Corporation in exchange for each share of common stock of the Merged Corporation tendered by each holder thereof. No interest will be paid or will accrue on the value of the shares of common stock of the Surviving Corporation payable upon the surrender of any such certificate.

4. Dissenting Shareholders. Shareholders of the Merged Corporation who would be entitled to vote on the Merger and who dissent from the shareholder vote on the Merger pursuant to Section 607.1320 of the Florida Business Corporation Act may be entitled to be paid the fair market value of their shares.

5. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of Surviving Corporation in effect at the Effective Time shall continue (until amended or repealed as provided by applicable law) to be the Articles of Incorporation and Bylaws of the Surviving Corporation after the Effective Time.

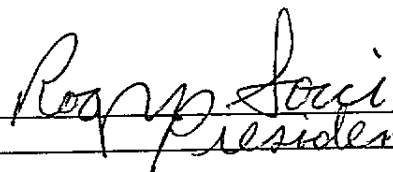
6. Other Provisions.

(a) This Plan of Merger shall be governed by the laws of the Commonwealth of Virginia.

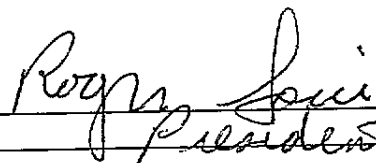
(b) This Plan of Merger may be executed in any number of counterparts and each such counterpart shall be deemed to be an original, but all of such counterparts together shall constitute one and the same plan.

IN WITNESS WHEREOF, Merged Corporation and Surviving Corporation have caused this Plan of Merger to be executed as of the day and year first written above.

CREATIVE SPORTS DESIGNS, INC.
a Florida corporation

By: 
Its: President

**CREATIVE SPORTS DESIGNS OF
VIRGINIA, INC.**
a Virginia corporation

By: 
Its: President