

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

Corp. I.D. #

91005

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator (s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is DON FALCONE SPORTS ENTERPRISES, INC.

.....
(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND: The period of its duration is (if perpetual, so state) perpetual

THIRD: The purpose or purposes for which the corporation is organized are:

THE SELLING OF SPORTING GOODS/EQUIPMENT AND RELATED ITEMS
AND SERVICES TO BOTH THE WHOLESALE AND RETAIL MARKETS AS WELL AS
ANY OTHER LAWFUL RELATED PURPOSE.

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CORPORATIONS DIVISION

FILED

AUG 23 1995

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FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares1,000.....

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

NO PAR VALUE

or

(b) *If more than one class:* Total number of shares

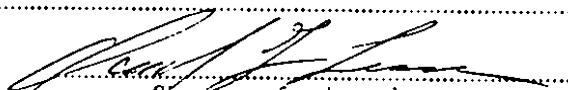
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

IN ACCORDANCE WITH BYLAWS

SEVENTH: The address of the initial registered office of the corporation is 2227 MINERAL SPRING AVENUE, NORTH PROVIDENCE, RI 02911 (add Zip Code) and the name of its initial registered agent at such address is: DAVID E. LUCAS


Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is 0 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name (s) and address (es) of the officers of the corporation.)

Name	Address
DONALD G. FALCONE PRES/TREAS	135 HARRIS ROAD, SMITHFIELD, RI 02917
DONALD G. FALCONE JR. VP/SEC	10 HAVEN STREET, SMITHFIELD, RI 02917

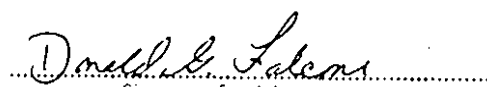
NINTH: The name and address of each incorporator is:

Name	Address
DONALD G. FALCONE	135 HARRIS ROAD, SMITHFIELD, RI 02917

TENTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

SEPTEMBER 1, 1996

Dated AUGUST 22, 1996


Signature of each incorporator

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } In the ~~City~~ Town } of NORTH PROVIDENCE
in said County this 22 day of AUGUST, A.D. 19⁹⁶
then personally appeared before me DONALD G. FALCONE

each and all known to me and known by me to be the parties executing the foregoing instrument,
and they severally acknowledged said instrument by them subscribed to be their free act and
deed.


Notary Public