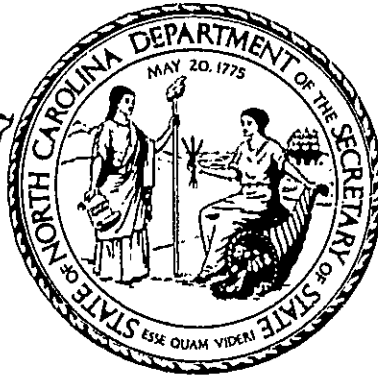


47

State of North Carolina



Bailey-Thomas-Bof ✓
**Department
of the
Secretary of State**

To all to whom these presents shall come, Greeting:

*I, Thad Eure, Secretary of State of the State of
North Carolina, do hereby certify the following and
hereto attached (3 sheets) to be a true copy of*

ARTICLES OF INCORPORATION

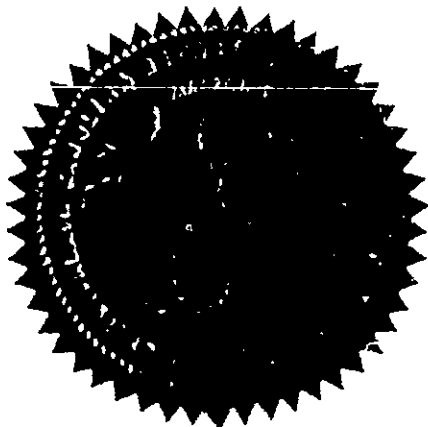
OF

R & R ATHLETIC EQUIPMENT, INC.

*and the probates thereon, the original of which was
filed in this office on the 17th day of November, 1976 ,
after having been found to conform to law.*

**In Witness Whereof, I have hereunto set my hand
and affixed my official seal.**

Done in Office, at Raleigh, this 17th day
of November **in the year of our Lord 19** 76.



Secretary of State

By

Deputy Secretary of State

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FILED

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THAS EURE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION
OF

R & R ATHLETIC EQUIPMENT, INC.

We, the undersigned, being persons of full age, do make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of North Carolina.

I.

The name of the corporation shall be "R & R Athletic Equipment, Inc.".

II.

The period of duration of the corporation shall be perpetual.

III.

The objects for which this corporation is created are as follows:

A. To engage in business as jobbers and retailers of hardware of all kinds and descriptions; to buy, sell, export, import and generally deal in railway, steamboat, manufacturers', mill, plumbers', miners', blacksmiths', steam fitters', and gas fitters' supplies; and to buy, sell, export, import and generally deal in sheet iron, tools, cutlery, saddlery, and saddlers' goods, round and bar iron, bar and tool steel, guns and sporting goods of all kinds and descriptions.

B. To engage in any other lawful activity for profit.

IV.

The corporation shall have authority to issue 10,000 shares of common stock at a par value of \$10.00 per share.

V.

The minimum amount of consideration to be received by the corporation for its shares before it shall commence business is \$100.00 in cash or property of equivalent value.

VI.

The shareholders of the corporation shall have the preemptive right to acquire additional unissued shares of the corporation.

VII.

The address of the initial registered office of the corporation is 4205 Rayfield Drive, Winston-Salem, North Carolina 27107, and the name of the initial registered agent at such address is Don C. Rayfield. (Forsyth County)

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VIII.

The number of Directors constituting the initial board of directors shall be four (4) and the names and addresses of the persons who are to serve as directors until the first meeting of shareholders or until their successors shall be elected and qualified are:

Don C. Rayfield
4205 Rayfield Drive
Winston-Salem, North Carolina 27107

Thomas B. Rayfield
Route 10, Box 67
Winston-Salem, North Carolina 27107

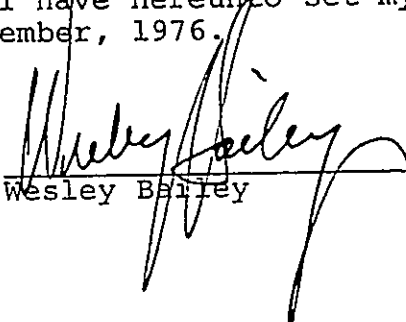
Gaynelle I. Rayfield
Route 10, Box 67
Winston-Salem, North Carolina 27107

Beverly T. Rayfield
4205 Rayfield Drive
Winston-Salem, North Carolina 27107

The name and address of the incorporator is:

Wesley Bailey
Post Office Box 52, Suite 2332 Wachovia Bldg.
Winston-Salem, North Carolina 27102

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 16th day of November, 1976.


Wesley Bailey

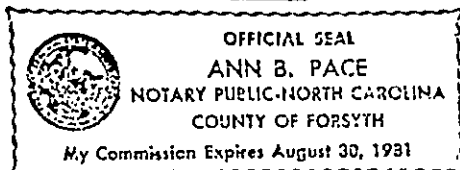
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NORTH CAROLINA)
)
FORSYTH COUNTY)

This is to certify that on the 11th day of November, 1976, before me, a Notary Public personally appeared Wesley Bailey, who, I am satisfied, is the person named in and who executed the foregoing Articles of Incorporation and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 11th day of November, 1976.



My Commission Expires:

Aug. 30, 1981

Ann B. Pace
Notary Public

PRESENTED FOR
REGISTRATION
AND RECORDED

Nov 18 3 46 PM '76

EUNICE AYERS
REGISTER OF DEEDS
FORSYTH CTY. N.C.

JB #5 to P-3

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