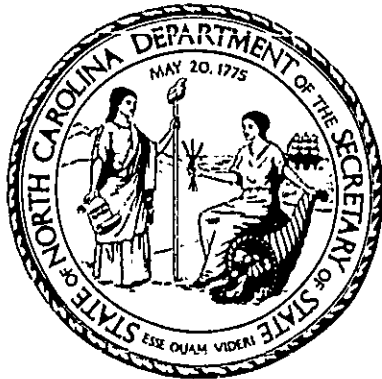


House? Blanco B.A.



State of North Carolina

Department
of the
Secretary of State

41

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 (2 sheets) to be a true copy of

ARTICLES OF INCORPORATION

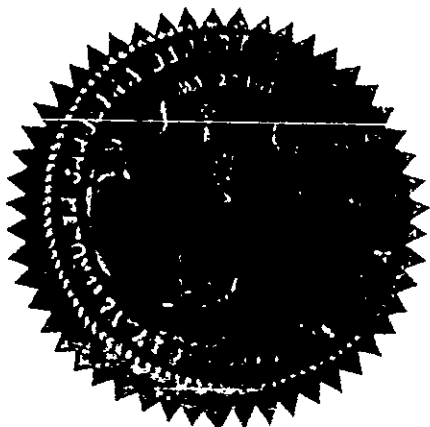
OF

R & M SPORTING GOODS, INC.

and the probates thereon, the original of which was filed in this office on the 22nd day of December, 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 22nd day of December in the year of our Lord 1976.



Secretary of State

By Deputy Secretary of State

BOOK 1191P1535

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NOV 21 1976
NORTH CAROLINA

ARTICLES OF INCORPORATION
OF
R & M SPORTING GOODS, INC.

I, the undersigned, a natural person of the age eighteen (18) years or more, 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, as contained in Chapter 55 of the General Statutes of North Carolina, entitled "BUSINESS CORPORATION ACT," and to that end, do hereby set forth:

1. The name of the Corporation is: R & M Sporting Goods, Inc.

2. The period of duration of the Corporation shall be perpetual.

3. The purpose or purposes for which the Corporation is organized are:

(a) To own and operate a retail sporting goods store.

(b) To engage in any lawful act or activity for which Corporations may be organized under Chapter 55 of the General Statutes of North Carolina.

4. The aggregate number of shares which the Corporation shall have authority to issue is One Hundred Thousand (100,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share, all of which shall be without preemptive rights and cumulative voting rights except as required by the North Carolina General Statutes.

5. The minimum amount of consideration to be received for its shares and for which the Corporation shall commence business is One Hundred (\$100.00) Dollars.

6. The address of the initial registered office of the Corporation is 265 Olson Street, Winston-Salem, Forsyth County, North Carolina 27103 and the initial registered agent at such address is David B. Blanco.

7. The number of Directors of the Corporation may be fixed by the By-Laws but shall not be less than three (3), except as permitted by North Carolina General Statutes, 55-25. The number of Directors constituting the initial Board of Directors shall be one (1) and the name and address of the individual who will serve as the Sole Director until the first Meeting of Shareholders, and until his successor is elected and qualified is:

NAME:

David B. Blanco

ADDRESS:

265 Olson Street
Winston-Salem, N. C. 27103

8. The name and address of the Incorporator is:

NAME:

David B. Blanco

ADDRESS:

265 Olson Street
Winston-Salem, N. C. 27103

BOOK 1191P1536

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
this 21 day of December, 1976.

David B. Blanco
David B. Blanco

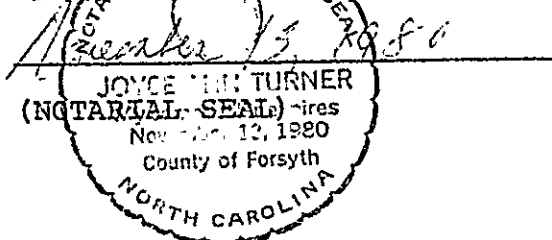
STATE OF NORTH CAROLINA :

COUNTY OF FORSYTH :

I, Joyce Ann Turner a Notary Public, do hereby
certify that DAVID B. BLANCO personally appeared before me, this the
21 day of December, 1976, and acknowledged the
due execution of the foregoing Articles of Incorporation.

Joyce Ann Turner
Notary Public

My commission expires:



PRESENTED FOR
REGISTRATION
AND RECORDED

Dec 30 11 22 AM '76

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

BOOK 1191P1537