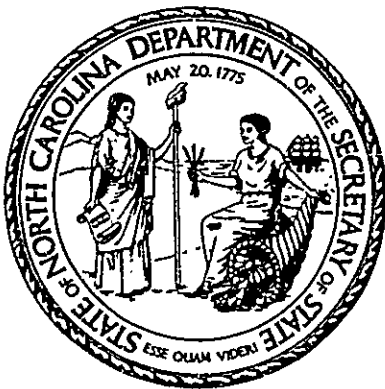


RETURN TO: House, BRANCO & OSBORN, P. A. -- Box



68



State of North Carolina

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 (2 sheets) to be a true copy of

ARTICLES OF INCORPORATION

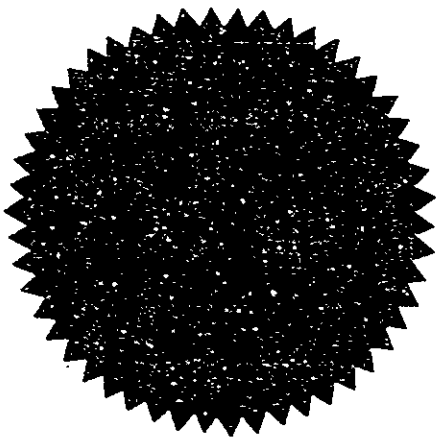
OF

R & M SPORTING GOODS OF GASTONIA, INC.

and the probates thereon, the original of which was filed in this office on the 2nd day of March 1987 , 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 2nd day of March in the year of our Lord 19 87




Secretary of State

By Deputy Secretary of State

BOOK 1594 P 0995

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

DOCUMENT #400237
DATE 03/02/87 TIME 10:45

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 of Gastonia, 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 Dollars (\$100.00).

6. The address of the initial registered office of the Corporation is 215 Executive Park Boulevard, Winston-Salem, Forsyth County, North Carolina 27103-1594, and the initial registered agent at such address is House, Blanco & Osborn, P.A.

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 law. The number of Directors constituting the initial Board of Directors shall be two (2) and the names and addresses of the individuals who will serve as the initial Directors until the first meeting of Shareholders, and until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
C. Ross Rivers, Jr.	67 Old Field Road - Mt. Gilead Murrells Inlet, SC 29576
J. C. McCuiston	1011 Greenhurst Road Winston-Salem, NC 27104.

8. The name and address of the Incorporator is:

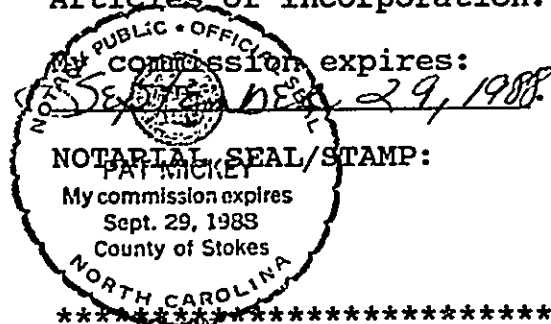
<u>Name</u>	<u>Address</u>
David B. Blanco	215 Executive Park Boulevard Winston-Salem, NC 27103-1594.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this
23rd day of February, 1987.

David B. Blanco
David B. Blanco

STATE OF NORTH CAROLINA - COUNTY OF FORSYTH

I, Pat Mickey, a Notary Public, do hereby certify that
DAVID B. BLANCO personally appeared before me this the 23rd day of
February, 1987, and acknowledged the due execution of the foregoing
Articles of Incorporation.



Pat Mickey
Notary Public

PRESENTED FOR
REGISTRATION
AND RECORDED

MAR 6 12 08 PM '87

L.E. SPEAS
REGISTER OF DEEDS
FORSYTH CTY, N.C. 2 -

R&M2.AOI

159481997