

Danell Wills  
Requester's Name  
83  
Address  
City/State/Zip  
Phone #  
510-6017  
L00000012054  
00 OCT -3 PM 4:25  
FILED  
SECRETARY OF STATE  
FLORIDA  
TALLAHASSEE

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GAMEDAY ADVANTAGE MNLVRY GRP INC LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☒ Pick up time ☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certified Copy ☐ Certificate of Status

NEW FILINGS

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

OTHER FILINGS

- ☐ Annual Report  
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☒ Dissolution/Withdrawal  
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

**GAMEDAY ADVANTAGE MARKETING GROUP, INC**

**8304 Pegwood Way  
Tallahassee, FL 32312**

**Phone: (850)894-1226**

**Fax: (850)907-0722**

October 3, 2000

To: Secretary of State

From: Darrell E. Wills, President  
GameDay Advantage Marketing Group, Inc.

Re: Dissolving Corporation

I, Darrell E. Wills, President of GameDay Advantage Marketing Group, Inc., wants to dissolve the aforementioned company and release the name to the new corporation.

I, Darrell Wills, am owner of both companies.

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TALLAHASSEE, FL 32312

**REGISTERED AGENT'S CERTIFICATE**

State of Florida  
County of Leon

Pursuant to the provisions of Section 608.415 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

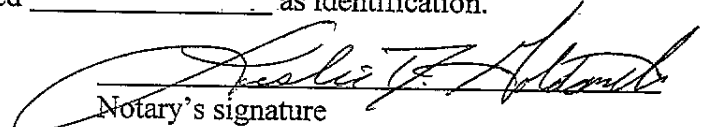
The name of the limited liability company is GAMEDAY ADVANTAGE MARKETING GROUP, L.L.C.

The name of the registered agent for GAMEDAY ADVANTAGE MARKETING GROUP, L.L.C., is DARRELL WILLS and the street address of the company's principal office where the agent is located is 8304 Pegwood Way, Tallahassee, FL 32312. This is also the mailing address.

This statement is to acknowledge that, as indicated above, GAMEDAY ADVANTAGE MARKETING GROUP, L.L.C. has appointed me, DARRELL WILLS, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
DARRELL WILLS

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of March 2000. DARRELL WILLS agent on behalf of GAMEDAY ADVANTAGE MARKETING GROUP L.L.C. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary's signature



ARTICLES OF ORGANIZATION  
OF  
GAMEDAY ADVANTAGE MARKETING GROUP, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the company shall be GAMEDAY MARKETING GROUP L.L.C, and its principal office shall be located at 8304 Pegwood Way in the City of Tallahassee, County of Leon, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLES II

PURPOSES AND POWERS

In addition to the power authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any services under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws for the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorized or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members for the limited liability company.

### ARTICLE IV

#### MANAGEMENT

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve until a successor is elected and qualified is as follows:

Darrell Wills  
8304 Pegwood Way  
Tallahassee, Florida 32312

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TALLAHASSEE, FLORIDA

## ARTICLE V

### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on consent of a majority of the remaining members in the manner specified in the Company's operating agreement..

## ARTICLE VI

### PROFITS AND LOSSES

The members shall be entitled to profits and losses arising from the operation of the limited liability company business. Each member shall be entitled to a proportionate distributive share of the profits and losses in accordance with the terms and conditions of the Company's operating agreement.

## ARTICLE VII

### DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the operating agreement adopted by the members.

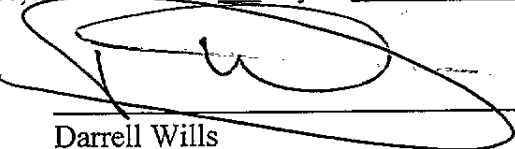
## ARTICLE VIII

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 8304 Pegwood Way, Tallahassee, Florida, 32312, and the name of the company's initial registered agent at that address is Darrell Wills.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of GAMEDAY ADVANTAGE MARKETING GROUP, L.L.C

Executed by the undersigned at Tallahassee, Florida on this 03 day of OCTOBER 2000.

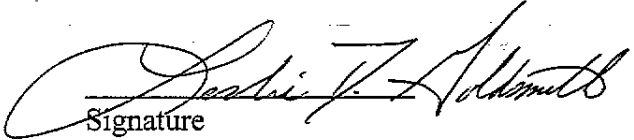
  
\_\_\_\_\_  
Darrell Wills

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me this 3<sup>rd</sup> day of OCTOBER, 2000, by DARRELL WILLS who is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the State and County last aforesaid, this 3<sup>rd</sup> day of OCTOBER, 2000.

  
Signature

LESLIE D. GOLDSMITH  
(PRINT NAME)  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:

FAKMR\DOCS\CONTRACT\GAMEDAY\ARTICLES.ORG



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TALLAHASSEE, FLORIDA