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FLORIDA NON-PROFIT CORPORATION

Buffalo Boosters, Inc.

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 29, 2002

MCLIN BURNSED MORRISON

SUBJECT: BUFFALO BOOSTERS, INC.
REF: W02000025273

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BUFFALO BOOSTERS, INC.
(A Not For Profit Florida Corporation)

ARTICLE I - NAME

The name of the corporation is Buffalo Boosters, Inc. (the "Corporation").

ARTICLE II - MEMBERS

All persons who have complied with the membership requirements set forth in the By-Laws shall be members of the Corporation (the "Members"). The Members shall have such powers reserved to them as shall be set forth in the By-Laws of the Corporation.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and the mailing address of the Corporation is 521 Old School Road, Oxford, Florida 34484.

ARTICLE IV - INCORPORATOR

The name and address of the sole incorporator is: Stephanie Vaughn, 521 Old School Road, Oxford, Florida 34484.

ARTICLE IV - PURPOSES

The Corporation is organized and shall be operated exclusively as a not for profit corporation for charitable, scientific and educational purposes. Such purposes shall include, but not be limited to, the following:

1. To provide educational services to the residents of Lake, Sumter and Marion Counties, Florida;

2. To carry on educational activities related to the promotion of the educational well-being of the residents of Lake, Sumter and Marion Counties, Florida.

3. To do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of, and to do every other act or thing incidental to, the purposes set forth above.

ARTICLE V - TERM

The period of duration of the Corporation is perpetual.

ARTICLE VI - LIMITATION OF CORPORATE POWERS

All of the assets and the earnings of the Corporation shall be used exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), in the course of which operation:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members (except for a member that qualifies as an exempt organization under Section 115 or Section 501(c)(3) of the Code), directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof;

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax and described in Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII - METHOD OF ELECTION OF DIRECTORS

The Corporation's directors shall be elected in the manner set forth in the Corporation's By-Laws.

ARTICLE VIII - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation is located at 521 Old School Road, Oxford, Florida 34484, and the registered agent at such office is Stephanie Vaughn, whose acceptance of appointment s registered agent for the Corporation is set forth below.

ARTICLE IX - DISTRIBUTION UPON DISSOLUTION OR LIQUIDATION

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to an entity exempt from federal taxation under Section 501(c)(3). Any assets not so distributed shall be disposed of by a court of competent jurisdiction in the County and State in which the principal office of the Corporation is then located to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended only following the recommendation of the Board of Directors of the Corporation and upon approval of such recommendation by a two-thirds (2/3) majority of the Members of the Corporation.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Incorporation as of the 29th day of August, 2002.

Stephanie Vaughn

Stephanie Vaughn

CONSENT OF REGISTERED AGENT

I, Stephanie Vaughn, hereby accept and consent to my appointment as registered agent of Buffalo Boosters, Inc.

Stephanie Vaughn

Stephanie Vaughn