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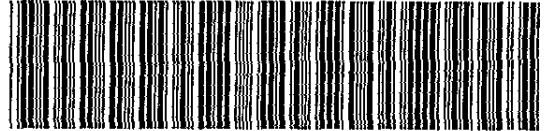
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: America's All Stars, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Brian G. Roquemore
Name (Printed or typed)

10061 Custer Circle
Address

Orlando, Florida 32817
City, State & Zip

407-671-6927
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

AMERICA'S ALL STARS, INC.

The undersigned, acting as the Incorporator of America's All Stars, Inc., a Florida Nonprofit Corporation (the "Corporation"), under and pursuant to the laws of the State of Florida, in compliance with Chapter 617, F.S., of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

This name of this Corporation is America's All Stars, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation is located at 2853 Berkshire Circle, Kissimmee, FL 34743.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is the transaction of any and all business for which nonprofit corporations may be incorporated under the laws of the State of Florida, except that said Corporation is organized for educational, literary, scientific, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Laws.

ARTICLE IV - CORPORATE EXISTENCE

The Corporation will exist commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE V - DURATION

The Corporation shall exist perpetually.

ARTICLE VI - BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The names and addresses of the persons who are to serve as the directors until the first annual meeting, or until their successors are elected and qualify are:

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TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Street Address</u>
Brian G. Roquemore	10061 Custer Circle Orlando, FL 32817
Dr. Wil Rose	6051 Arlington Boulevard Falls Church, VA 22044
Robert H. Joyce Jr.	2853 Berkshire Circle Kissimmee, FL 34743

ARTICLE VII - CORPORATE PROPERTY

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII - LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 the furtherance of the purposes set forth in the articles hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaigns on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or (b) the corresponding provisions of any future United States Internal Revenue Laws.

ARTICLE IX - DISSOLUTION

Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all its assets exclusively for the purposes of the Corporation in such a manner, to such organization organized and operated exclusively for charitable, or educational purposes under the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court in the County where the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify every director, officer, employee, and agent, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceedings to which he or she may be a party by reason of his or her being, or having been, a director, officer, employee or agent of the Corporation, except in relation to those matters which he or she shall be adjudicated to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this ARTICLE, expenses shall include amounts of judgments, penalties or fines rendered or levied against such director, officer, employee, or agent, and the amounts paid in settlement by him or her shall have been first approved by the directors of this Corporation. The power of indemnification under the Florida Revised Statutes shall not be denied or limited by the Bylaws or these Articles.

ARTICLE XI - DIRECTOR'S LIABILITY

No director of this Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this article shall not be construed as eliminating or limiting the liability of a director for one or more of the following acts, namely (1) A breach of duty of loyalty to the Corporation, (2) Any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law, (3) The authorizing of an unlawful payment or distribution out of the Corporate assets, (4) Any transaction made in the furtherance of the exempt purposes of the Corporation which the director derived an improper personal benefit, or (5) Any act or acts that can be defined under the laws of this State as 'Director Conflicts Of Interest'.

ARTICLE XII - DISCRIMINATION

The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

ARTICLE XIII - MEMBERS

The Corporation shall have no voting members. The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of the Corporation.

ARTICLE XIV - FISCAL YEAR

The fiscal year of the Corporation shall end on December 31 of each year.

ARTICLE XV – BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XVI – AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.


ARTICLE XVII - STATUTORY RESIDENT AGENT

The undersigned, having been named as Registered Agent for the above named Corporation, at the place designated in the forgoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties as Registered Agent. The name and address of the initial Registered Agent of this Corporation is:

Robert H. Joyce Jr.

2853 Berkshire Circle

Kissimmee, FL 34743


Signature Registered Agent

1/16/03
Date

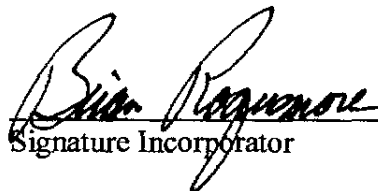
ARTICLE XVIII – INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Brian G. Roquemore

10061 Custer Circle

Orlando, FL 32817


Signature Incorporator

1/16/03
Date

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SECRETARY OF STATE
TALLAHASSEE FLORIDA