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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Bullwark, Inc.
4726 North Lois Ave., Suite A-2
Tampa, FL 33614

September 30, 2003

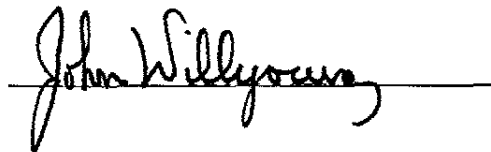
Division of Corporations
409 East Gaines Street
Tallahassee, Fl 32399

Gentlemen,

Please find enclosed the Articles of Incorporation for
Bullwark, Inc.

I have included the original and a copy of the Articles and
a check in the amount of \$ 78.75 for the basic filing and a
certified copy.

Sincerely yours,

A handwritten signature in cursive script, reading "John Willyoung", is written over a horizontal line.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BULLWARK, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida in compliance with Chapter 617, F.S.

ARTICLE I. NAME

The name of this corporation shall be:

BULLWARK, INC.

ARTICLE II. PRINCIPAL OFFICE

The principle place of business of this corporation shall be:

4726 North Lois Avenue,
Suite A-2,
Tampa, Fl 33614

ARTICLE III. PURPOSE

This corporation is organized to support athletics events of the University of South Florida through social activities. Activities will include but not be limited to pre-game tailgate parties, road trips to away games and watch parties. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to the members, directors, officers or other private persons. The corporation will engage or transact only lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, Territory or nation.

ARTICLE IV. MANNER OF ELECTION

The officers of the club shall be elected annually by majority vote of the membership. Each office is held for a one year term. All members are eligible to run for office and may hold office in the corporation if elected by a majority vote of the membership. Directors are appointed to one year terms by the corporation officers.

ARTICLE V. INITIAL DIRECTORS AND OFFICERS

This corporation shall have five officers and five directors, initially. The name and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed are:

John Wesley Willyoung
President/Director

527 Lakeview Drive
Oldsmar, FL 34677

Mark Lubowiecky
Secretary/Director

10102 Vista Point Drive
Tampa, FL 33635

William Snyder
Treasurer/Director

15828 Deep Creek Lane
Tampa, FL 33624

Michael Boots
Vice President/Director

4618 Landscape Drive
Tampa, FL 33624

Roberto Perez
Vice President/Director

314 W South Avenue
Tampa, FL 33603

John Miller
Vice President/Director

4701 Bullock Court
Tampa, FL 33624

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation shall be 4726 North Lois Avenue, Suite A-2., Tampa, Florida 33614, and the name of the initial registered agent at said address is John Wesley Willyoung.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is as follows: John Wesley Willyoung, 4726 North Lois Avenue, Suite A-2, Tampa, Florida 33614.

CERTIFICATE OF REGISTERED AGENT

In Compliance with Section 48.091 and 607.034 of the Florida Statutes, the following is submitted:

That BULLWARK, INC. desiring to qualify under the Laws of the State of Florida, with its principal place of business in the City of Tampa, State of Florida, has Named John Wesley Willyoung, 4726 North Lois Avenue, Suite A-2, Tampa, Florida 33614, as its Registered Agent to accept service of process within the State of Florida.

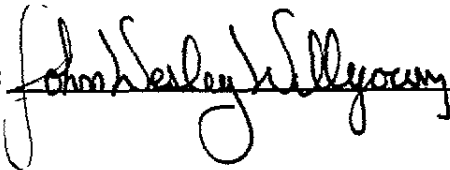
September 30, 2003

By: 

JOHN WESLEY WILLYOUNG
Subscriber

Having been named to accept service of process for the above state corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

September 30, 2002

By: 

John Wesley Willyoung
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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