

DIANE BACCUS HORSLEY, P.A.

Attorney-at-Law\*

P. O. Box 33572  
Indialantic, Florida 32903

FILED  
00 JAN 19 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
407-727-9888  
407-727-9808

January 16, 2000

Secretary of State of Florida  
Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

600003102606--9  
-01/19/00--01055--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: *Articles of Incorporation*  
*R & R Paintball, Inc.*

Dear Sir or Madam:

Enclosed is the original and two copies of the Articles of Incorporation for the above-captioned corporation. A check in the amount of \$70.00 for filing fee is also enclosed.

Thank you for your assistance in this matter.

Very truly yours,

*Diane Baccus Horsley*  
Diane Baccus Horsley

DBH: Enclosures

\* Supreme Court Certified Mediator (Circuit Civil • Family • County Court) • Arbitrator

(4)  
1-26-00

ORIGINAL

FILED  
00 JAN 19 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

R & R PAINTBALL, INC.

---

THE UNDERSIGNED subscribers of these Articles of Incorporation, natural persons, competent to contract, form a corporation under the laws of the State of Florida, and further agree to the following conditions of said corporation.

*ARTICLE I*  
*CORPORATE NAME*

The name of the corporation is: R & R Paintball, Inc.

*ARTICLE II*

The address of the principal office of the corporation shall be 996 Creel Street Melbourne, Florida 32935.

*ARTICLE III*  
*CORPORATE PURPOSE*

The purpose and specific nature of the business of the corporation shall be the distribution, marketing, repair, and sale of paintballs, paintguns and related items, and for the transaction of any or all lawful business.

*ARTICLE IV*

The corporation is authorized to issue ONE HUNDRED (100) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

*ARTICLE V*

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holder of the outstanding common shares.

*ARTICLE VI*  
*REGISTERED AGENT--REGISTERED ADDRESS*

The street address of the initial principal office of this corporation is, 996 Creel Street, Melbourne, Florida 32935, and the name of the initial registered agent of this corporation is Russell B. Reese.

1.  
*ARTICLE VII*  
*INITIAL BOARD OF DIRECTORS*

This corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by the by-laws. The name and address of the initial Directors of this corporation are Russell B. Reese and Lorraine J. Reese, Melbourne, Florida 32935.

*ARTICLE VIII*  
*INCORPORATORS*

The name and address of the persons signing these Articles of Incorporation are Russell B. Reese and Lorraine J. Reese, 996 Creel Street, Melbourne, Florida 32935.

*ARTICLE IX*  
*CORPORATE OFFICERS*

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer and such others as may be provided for by the by-laws.

The name of the persons who are to initially serve as such officers of the corporation is: Russell B. Reese as President, Secretary, and Treasurer and Lorraine J. Reese as Vice President.

The officers shall be elected at the annual meeting of the Board of Directors, or as provided by the by-laws.

*ARTICLE X*

All management powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation.

ARTICLE XI  
AMENDMENT OF ARTICLES

These Articles of Incorporation of R & R Paintball, Inc. may be amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have executed these Articles of Incorporation this 14 day of January, 2000.

Russell B. Reese  
RUSSELL B. REESE, Incorporator

Lorraine J. Reese  
LORRAINE J. REESE, Incorporator

2.

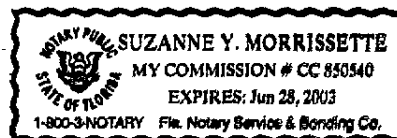
STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 14 day of January, 2000, by RUSSELL B. REESE AND LORRAINE J. REESE, who are personally known to me or who produced \_\_\_\_\_ as identification and who did take an oath.

Suzanne Y. Morrisette  
NOTARY PUBLIC, State of Florida

Suzanne Y. Morrisette  
Printed name of Notary Public

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered Agent and to accept service of process for the above-stated corporation at the place designated in Article VI of these Articles of Incorporation, I hereby accept the appointment of 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.

Russell B. Reese  
RUSSELL B. REESE

1-14-2000  
Date