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APRIL 19, 2000

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
TALLAHASSEE, FLORIDA 32314

RE: PENSACOLA SPORTS FANS, INC.
A NEW FLORIDA CORPORATION

DEAR MADAM,

ENCLOSED IS A CHECK FOR \$78.75. PLEASE ACCEPT FOR FILING THE ATTACHED ARTICLES OF INCORPORATION AND DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT, FOR THE ABOVE-LISTED NEW FLORIDA CORPORATION. PLEASE RETURN A CERTIFICATE OF STATUS TO THE FOLLOWING ADDRESS:

PENSACOLA SPORTS FANS, INC.
730 BAYFRONT PARKWAY
SUITE IV
PENSACOLA, FLORIDA 32501

THANK YOU FOR YOUR ASSISTANCE.

VERY SINCERELY,

JAMES J. REEVES

ENCLOSURE

C: JAMES D. CRONLEY

Name is correct
in Articles. Cover
letter page name
is incorrect. Spoke
with James Reeves
4/19/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 20 AM 9:46

4/26/00

EFFECTIVE DATE

4/17/00

ARTICLES OF INCORPORATION
FOR
PENSACOLA SAINTS FANS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 APR 20 AM 9:46

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") shall be PENSACOLA SAINTS FANS, INC.

ARTICLE II

The existence of the Corporation shall begin on the 17th day of April, 2000.

ARTICLE III

The street address of the principal office of the Corporation is 3840 Hopkins Street, Pensacola, Florida 32505.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one thousand shares at no par value, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 730 Bayfront Parkway, Suite 4, Pensacola, Florida 32501. The initial registered agent for the Corporation at that address is James J. Reeves.

ARTICLE VI

The initial board of directors shall consist of one member. That person shall be James D. Cronley 3840 Hopkins Street, Pensacola, Florida, 32505.

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation is James D. Cronley 3840 Hopkins Street, Pensacola Florida, 32505.

ARTICLE VIII

The Corporation and its directors and officers shall be vested with all of the powers and duties as provided by Florida law.

ARTICLE IX

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of APRIL, 2000.


James D. Cronley

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF ESCAMBIA

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BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida at Large, on this day personally appeared James D. Cronley, who is known to me and known to me to be the person who made and subscribed the foregoing Articles of Incorporation and they acknowledged before me that he made, subscribed and executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 17 day of April, 2000



A handwritten signature in cursive script, appearing to read "Edith F. Garcia", written over a horizontal line.

Notary Public
State of Florida At Large

CERTIFICATE OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That PENSACOLA SAINTS FANS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Article of Incorporation at the City of Pensacola, County of Escambia, State of Florida, has named James J. Reeves, located at 730 Bayfront Parkway, Suite 4, Pensacola Florida, 32501, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

STATE OF FLORIDA

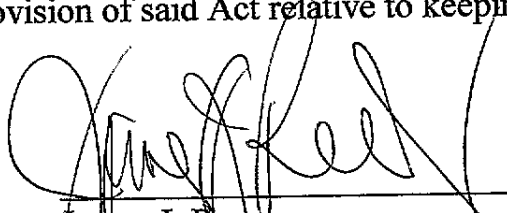
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ESCAMBIA COUNTY

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Having been named to accept service of process for the above stated corporation, at the place designated by this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


James J. Reeves
Registered Agent

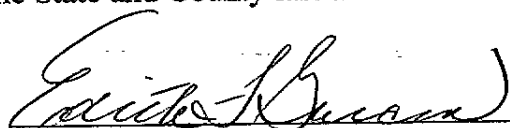
STATE OF FLORIDA
COUNTY OF ESCAMBIA

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BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida at Large, on this day personally appeared James J. Reeves, who is known to me and acknowledged before me that he made and executed the above Certificate of Registered Agent.

WITNESS my hand and official seal in the State and County last aforesaid this
17 day of APRIL, 2000


Edith F. Garcia
Notary Public
State of Florida At Large



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 20 AM 9:46