

**Form 5416**  
RA SMITTAL LETTER

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

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-05/26/00--01099--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Hockey America, 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 of Status

ADDITIONAL COPY REQUIRED

FROM: J. Bradley Vogelgesang  
Name (Printed or typed)

180 Park Avenue  
Address

Winter Park, FL 32789  
City, State & Zip

407-644-5595  
Daytime Telephone number

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

FILED  
00 MAY 26 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

Of

HOCKEY AMERICA, INC.

**FILED**  
00 MAY 26 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

## ARTICLE I

The name of the corporation shall be Hockey America, Inc.

## ARTICLE II

The principal place of business and mailing address of the corporation shall be 180 Park Avenue North, Winter Park, Florida 32789.

## ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

20,000,000 shares Preferred Stock, par value \$.0001

60,000,000 shares Common Stock, par value \$.0001

The common and preferred stock can take on any characteristic the Board of Directors so elect. Also, the Board of Directors is authorized to issue bonds, debentures, warrants and options.

## ARTICLE IV

The name and address of the initial registered agent is: J. Bradley Vogelgesang, 180 Park Avenue, Winter Park, Florida 32789

## ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is: J. Bradley Vogelgesang, 180 Park Avenue, Winter Park, Florida 32789

## ARTICLE VI

The duration of this corporation is perpetual.

## ARTICLE VII

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

#### **ARTICLE VIII**

This corporation shall have five (5) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of this corporation are:

Allen J. Schwalb, 180 Park Avenue North, Winter Park, Florida 32789

Mike Hartman, 180 Park Avenue North, Winter Park, Florida 32789

C.T. Andolina, 180 Park Avenue North, Winter Park, Florida 32789

J. Bradley Vogelgesang, 180 Park Avenue North, Winter Park, Florida 32789

Rick Hamilton, 180 Park Avenue North, Winter Park, Florida 32789

#### **ARTICLE IX**

Directors need not be residents of the State of Florida

#### **ARTICLE X**

Directors' shall have the authority to fix compensation of the officers of this corporation.

#### **ARTICLE XI**

This corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority vote.

#### **ARTICLE XII**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

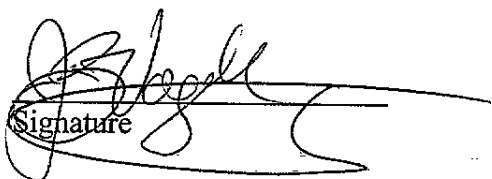
#### **ARTICLE XIII**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares entitled to vote at an election of directors.

#### **ARTICLE XIV**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

The undersigned incorporator has executed these Articles of Incorporation this 22nd day of May 2000.

  
Signature

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

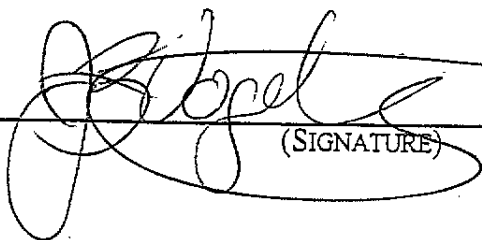
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Hockey America, Inc.
2. The name and address of the registered agent and office is:

J. Bradley Vogelgesang  
(NAME)  
180 Park Avenue  
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)  
Winter Park, FL 32789  
(CITY/STATE/ZIP)

**FILED**  
00 MAY 26 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as 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.*

  
(SIGNATURE)

5/22/00  
(DATE)