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THE MILLHORN LAW FIRM

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November 8, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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-11/14/00-01053--004
*****78.75 *****78.75

RE: LAKE PAINTBALL, INC.

Dear Division of Corporations:

Enclosed is the executed original and one copy of the Articles of Incorporation for the above referenced corporation.

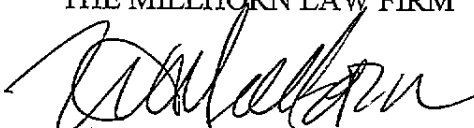
I have also enclosed my check made payable to the Secretary of State in the amount of \$78.75 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Designation	<u>\$ 35.00</u>
TOTAL	\$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 14 AM 9:55

Please return the certified copy to my office. Thank you for your kind cooperation.

Sincerely,
THE MILLHORN LAW FIRM


Michael D. Millhorn
Attorney at Law

encl.

g 11/16/00

**ARTICLES OF INCORPORATION
OF
LAKE PAINTBALL, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV 14 AM 9:55

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of the corporation is:

LAKE PAINTBALL, INC.

and the principal mailing address of the corporation is:

**P. O. Box 1400
LADY LAKE, FLORIDA 32158**

Article II - Purpose

The general purpose for which the Corporation is organized is to include the marketing, distribution and sale of products, and any transaction of any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act, the laws of the State of Florida or of the United States of America.

Article III - Duration

The duration of the Corporation is to be perpetual. The date and time of the corporate existence is the time these Articles of Incorporation are filed with the Secretary of State's office.

Article IV - Capital Stock

This Corporation is initially authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares--Class 'A' voting," which shall be entitled to one vote per share.

Article V- Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is:

**40230 Morning Mist Drive
Lady Lake, Florida 32159**

and the name of the initial registered agent of this Corporation at that office is:

WILLIAM RALPH DOZIER

Article VI - Initial Board of Directors

This Corporation shall have One Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one and not more than five. The Directors, in their sole discretion, may appoint Officers of the Corporation at any time. The name and address of the initial Director of this Corporation is as follows:

**WILLIAM RALPH DOZIER
P. O. Box 1400
LADY LAKE, FLORIDA 32158**

Article VII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

**WILLIAM RALPH DOZIER
P. O. Box 1400
LADY LAKE, FLORIDA 32158**

Article VIII - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 7 day of November, 2000.


WILLIAM RALPH DOZIER, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 7 DAY OF November, 2000.


WILLIAM RALPH DOZIER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 14 AM 9:55

STATE OF FLORIDA
COUNTY OF SUMTER

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared WILLIAM RALPH DOZIER, who produced Florida Driver's License as identification, as Incorporator, executed the foregoing Articles of Incorporation of LAKE PAINTBALL, INC. and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 7th day of November, 2000.

(SEAL)



Christine S. Youngblood
MY COMMISSION # CC763630 EXPIRES
July 30, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC
My Commission Expires.