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**FLORIDA PROFIT CORPORATION OR P.A.**

**ElectronicSportsClubs, Inc.**

Certificate of Status	0
Certified Copy	1
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**Articles of Incorporation  
of  
ElectronicSportsClubs, Inc.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**Article I  
NAME AND ADDRESS**

Section 1.1. Name. The name of the corporation is ElectronicSportsClubs, Inc.

Section 1.2. Address of Principal Office. The address of the principal office of the corporation is 1509 Millbrook Court, Orange Park, Florida 32073.

**Article II  
DURATION**

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

**Article III  
PURPOSES**

Section 3.1. Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**Article IV  
CAPITAL**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$0.01 per share.

**Article V  
INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street North, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is F&L Corp.

Fax Audit No. H00000061104

Article VI  
DIRECTORS

Section 6.1. Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
A. Larry Gurule	1509 Millbrook Court Orange Park, FL 32073
Andy Fletcher	1638 Pinecrest Drive Orange Park, FL 32073
Marc Engelson	1024 North Utah Street - Apt. 424 Arlington, VA 22201

Article VII  
BYLAWS

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

Article VIII  
INCORPORATOR

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Chanley T. Howell, Esquire	200 Laura Street North Jacksonville, Florida 32202

Article IX  
INDEMNIFICATION

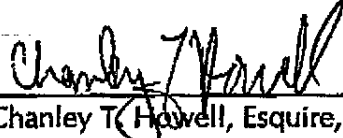
Section 9.1. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Fax Audit No. H00000061104

Article X  
AMENDMENT

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on November 21, 2000.

  
\_\_\_\_\_  
Chanley T. Howell, Esquire, Incorporator

Fax Audit No. H00000061104

## ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the above Articles of Incorporation, F&L Corp. hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. F&L Corp. is familiar with and accepts the obligations of a registered agent.

F&amp;L CORP., Registered Agent

By: Charles V. Hedrick  
Charles V. Hedrick  
Authorized Signatory

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