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BENITO MENDEZ

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May 17, 2001

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FL 32314

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-05/21/01--01087--028
*****68.75 *****68.75

Gentlemen:

Enclosed please find articles of incorporation of PAINTBALL SHOP ON LINE.COM CORP., and check in the amount of \$ 78.75 to cover initial fees to register a corporation for profit, this amount includes fees for Certified copy of said corporation.

If additional information is required, please do not hesitate to contact me.



Benito Mendez
Accountant

5/29/01

CERTIFICATE OF INCORPORATION

PAINTBALL SHOP ON LINE.COM CORP.

2001 MAY 21 AM 11:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges, and immunities for a corporation for profit.

ARTICLE I

The name of the corporation shall be: PAINTBALL SHOP ON LINE.COM CORP.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of United States and the State of Florida.

ARTICLE III

The maximum shares of stock, with a five dollars (\$5.00) par value that this Corporation is authorized to have outstanding at any time is One Hundred (100) Shares.

ARTICLE IV

The amount of capital with which this Corporation shall begin business will not be less than Five Hundred (\$ 500.00) Dollars.

ARTICLE V

The capital stock of this corporation may be issued pursuant to a plan under Section 1244, of the Internal Revenue Code 1954, as added by the Small Business Tax Provision of 1958. All of the stocks and securities in lieu of cash or a just valuation to be determined by the Board of Directors of this Corporation.

ARTICLE VI

This Corporation is to have perpetual existence.

ARTICLE VII

The registered Agent name and address is: ARLEENE CAREAGA, 344 Mendoza Avenue, Apt. # 5, Coral Gables, FL 33134

The principal office of this corporation is:

344 Mendoza Avenue Apt. # 5
Coral Gables, FL 33134

ARTICLE VIII

The number of Board of Directors of the Corporation shall not be less than one person. The names and post offices addresses of the first Board of Directors, who subject to the provisions of the Certicicate of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall be duly qualified, are:

ARLEENE CAREAGA- PRESIDENT - SECRETARY -
TREASURER

ARTICLE IX

The name and post office address of the subscriber to the Certificate of Incorporation are as follow:

ARLEENE CAREAGA
344 Mendoza Avenue Apt. # 5
Coral Gables, FL 33134

ARTICLE X

Limitations of Corporate Stocks:

No shareholder of this Corporation may sell or transfer stock in this Corporation except to another individual who is eligible to be an stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been aproved at a stockholder's meeting specially called for that purpose by not less than a majority of the outstanding stocks at such stockholder's meeting, exclusive of the stock to be sold. The stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholder; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

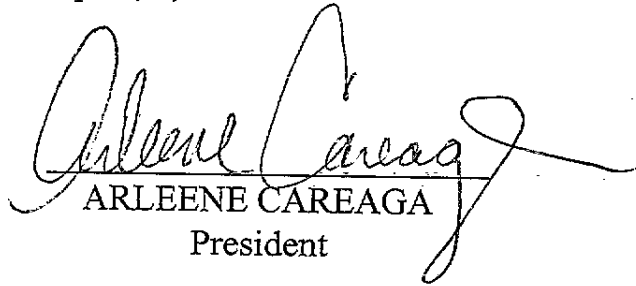
ARTICLE XI

The Corporation shall have the further right and power to, from time to time, determine whether and what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other that the stock book, or any of them, shall be open to the inspection of the stockholders, shall have any right of inspecting any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in its By-Laws. Confers power upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute. Both, stockholders and Directors shall have the power, if the By-Laws so provide to hold their respectively meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter precribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

I, the undersigned, being the original subscriber to the capital stock herein above named for the purpose of forming a Corporation for Profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and register this Certificate hereby declaring and certifying that the facts herein stated are true and do agree to be abide by the Articles as herein stated.

Subscribed at Coral Gables, County of Miami-Dade, Florida, this 26 days of April , 2,001.


ARLEENE CAREAGA
President

**CERTIFICATE DESIGNATING CHANGE
OF PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA**

FILED
2001 MAY 21 AM 11:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is committed in accordance with said Act.

That PAINTBALL SHOP ON LINE.COM CORP, is qualified to do business under the laws of the State of Florida, with it principal office at:

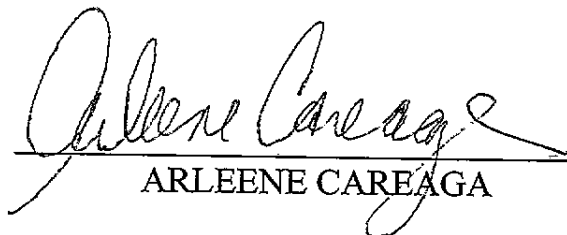
344 Mendoza Avenue Apt. # 5
Coral Gables, FL 33134

and has appointed ARLEENE CAREAGA, as its agent to accept service of process within this State.

ACKNOWLEDGEMENTS

Having being named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Coral Gables, County of Miami-Dade, Florida, this 26 days of April, 2001


ARLEENE CAREAGA