

POI 0000070996

OUTLANDISH GAMES, INC.

730 Nelda Avenue
Palm Bay, Florida 32907

SECRETARY OF STATE
STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE, FLORIDA 32304

RE: OutLANDish Games, Inc.

Enclosed find Articles of Incorporation of OutLANDish Games, Inc. We desire to incorporate under the Laws and Statutes of the State of Florida.

We have enclosed our Certificate of Designation for a resident agent.

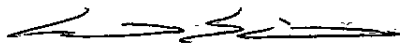
We are enclosing a check for \$ 122.50 to cover the various fees and taxes:

Filing Fee	\$	35.00
Certificate of Resident Agent		35.00
Certified Copy		52.50
	\$	122.50

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****122.50 *****78.75

Please attach certification to a copy of our Articles of Incorporation.

Thank you,



Michael Kimble

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
of
OUTLANDISH GAMES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby declares his intention to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is OUTLANDISH GAMES, INC.

ARTICLE II

The nature of the business and the objects and purposes to be transacted by the corporation shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any lawful activity whatsoever. This corporation shall have and exercise all powers, without limitation, conferred by the laws of the State of Florida now in force and which may hereafter be enacted.

ARTICLE III

The total shares of capital stock authorized to be outstanding at any one time by this corporation is 100 shares, all common stock, of the par value of \$18.00 each. Said shares shall be fully paid stock and not liable for any further payment. The amount of capital with which the corporation shall commence business is \$1800.00. Each stockholder shall be entitled at each meeting of the stockholders and upon each proposal presented at the meeting to one vote for each share of stock he owns.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial post office address of the principal office of this corporation in the State of Florida is 730 Nelda Avenue, Palm Bay, Brevard County, Florida, 32907. The initial street address of the principal office of this corporation is 730 Nelda Avenue, Palm Bay, Brevard County, Florida 32907. The stockholders may from time to time move the principal office to any other address in Florida.

ARTICLE VI

This corporation shall have a President, a Secretary and a Treasurer, and may have a Vice President and Assistant Secretary. One person may hold two or more of said offices, except the President may not also be Secretary or Assistant Secretary. Any officer may be removed with or without cause by a majority vote of the outstanding capital stock of the corporation with or without prior notice at any regular or special meeting of the stockholders.

ARTICLE VII

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of stockholders. Each stockholder shall be entitled to one vote in person, or by proxy, for each share of stock

hold by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation. This corporation shall operate as a close corporation.

ARTICLE VIII

The names and street addresses of the first officers of this corporation, who, subject to the provisions hereof, the by-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of existence of this corporation and until their successors are elected or appointed and have qualified, are the following:

NAME	ADDRESS	OFFICE
Michael Kimble	730 Nelda Avenue Palm Bay, Florida 32907	President
Russell Brown	1484 Paul Street Melbourne, Fl 32935	Vice President
Jim Tinsley	1430 Cape Sable Drive Melbourne, Fl 32904	Secretary
Ronald Joyce	Melbourne, Florida 32904	Treasurer

ARTICLE IX

The name and street address of the subscriber of these Articles of Incorporation and the number of shares of stock they agree to take (the total value of the consideration therefore will not be less than the amount of initial capital specified in Article III). is:

NAME	ADDRESS	SHARES
Michael Kimble	730 Nelda Avenue, Palm Bay, Fl 32907	28
Russell Brown	1484 Paul Street, Melbourne, Fl 32935	28
Jim Tinsley	1430 Cape Sable Dr., Melbourne, Fl 32904	15
Don Stepnicka	810 Hunters Creek Dr., Melbourne, Fl 32904	12
Troy Palmer	214 Jeannine Dr., Melbourne Village, Fl 32904	6
Raymond Schaffer	8616 Sylvan Drive, Melbourne, Fl 32904	6
Steve Ireland	46 Shady Lane, Rockledge, Fl 32955	5

ARTICLE X

These Articles may be amended in the manner provided by law. Every amendment shall be approved at a stockholders meet by a majority of the stock entitled to vote thereon.



Michael Kimble

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

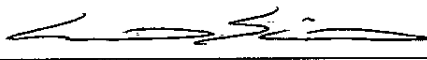
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that OUTLANDISH GAMES, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Palm Bay, County of Brevard, State of Florida, has named Michael Kimble, located at 730 Nelda Avenue, Palm Bay, Florida 32907, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this 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.



Michael Kimble