

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Hooplay, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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DIVISION OF CORPORATION

Signature _____

Requested by: **KL** **8/23**

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

J. BRYAN AUG 23 2001

ARTICLES OF INCORPORATION
OF
HOOPLOY, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is HOOPLOY, INC. located at 633 1/2 Rockledge Drive, Rockledge, Florida 32955.

ARTICLE II
DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III
PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida or such other State or jurisdiction in which the corporation may qualify to transact business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$.10 par value voting common stock.

ARTICLE V
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 633 1/2 Rockledge Drive, Rockledge, Florida 32955, and the name of the initial registered agent of this corporation at that address is Robert P. Hooper.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with applicable law, the Bylaws or agreement, but shall never be less than one. The name and address of the initial directors of HOOPLOY, INC. are:

<u>NAME</u>	<u>ADDRESS</u>
Robert P. Hooper	633 1/2 Rockledge Drive Rockledge, Florida 32955
Julia D. Loy	633 1/2 Rockledge Drive Rockledge, Florida 32955

ARTICLE VIII
INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Robert P. Hooper	633 1/2 Rockledge Drive Rockledge, Florida 32955

ARTICLE IX
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI
COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of Directors of this corporation.

ARTICLE XII
INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto as provided by applicable law, and any right conferred upon the shareholders is subject to this reservation.

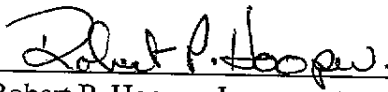
ARTICLE XIV
I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV
SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on August 14, 2001.



Robert P. Hooper, Incorporator

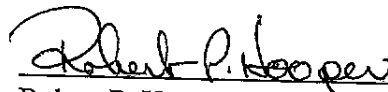
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First, that HOOPLOY, 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 Rockledge, County of Brevard, State of Florida, has named Robert P. Hooper, located at 633 1/2 Rockledge Drive, Rockledge, Florida 32955, 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.



Robert P. Hooper, Registered Agent

Dated: August 14, 2001.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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