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October 31, 2001

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: H2K Sports, Inc.

Dear Madam/Sir:

Enclosed are the Articles of Incorporation for the above-referenced corporation and a check for \$78.75 for filing same. Please file the charter and return it to me together with a certified copy of the Articles of Incorporation in the enclosed Federal Express mailer.

Sincerely,

Marshall D. Davis

MDD:lee
Enclosure
cc: Mr. Harold Hutchins
1531 Talbot Avenue
Jacksonville, FL 32205

1817-01

GAVE

AEE
AUTHORIZATION BY PHONE TO

CORRECT principal address

DATE 11/2/01

DOC. EXAM Dale White

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*****78.75 *****78.75

FILED
01 NOV - 1 PM 12:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
H2K SPORTS, INC.

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ARTICLE I
NAME

The name of the corporation is H2K SPORTS, INC.

Principal address: 233 E. Bay Street, Ste 620, Jacksonville, FL 32202

ARTICLE II
DURATION

This corporation shall begin its existence upon filing of these Articles and is to exist perpetually.

ARTICLE III
INITIAL INCORPORATOR

The name and address of the initial incorporator of this corporation is:

Marshall D. Davis
233 E. Bay St., Suite 620
Jacksonville, Florida 32202

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue 75,000,000 shares of \$.0001 par value common stock.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 233 East Bay Street, Suite 620, Jacksonville, Florida 32202, and the name of the initial registered agent is Marshall D. Davis.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or decreased from time-to-time by the bylaws, but shall never be less than one.

The name and address of the initial directors of this corporation are:

Harold Hutchins
1531 Talbot Avenue
Jacksonville, Florida 32205

James Kelly
4366 Venetia Bldg.
Jacksonville, Florida 32210

Joe Theismann
5661 Columbia Pike, Suite 200
Falls Church, Virginia 22041

ARTICLE VIII
MISCELLANEOUS

Ownership of stock shall not be required to make any person eligible to hold office, either as an officer or director or this corporation.

The stockholders may, by bylaw provision, or by stockholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Any stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting, unless he shall make objection at such meeting to any defect or insufficiency of notice.

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE IX
INDEMNITY

The corporation shall indemnify any director, officer or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as


a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse any director, officer or employee for the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the corporation that such settlement be made and that such director, officer or employee may be entitled under any bylaws, agreement, by vote of shareholders, or otherwise.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto in the manner provided by law.

The initial bylaws of this corporation shall be adopted by the directors. The bylaws may be repealed or amended from time-to-time by either the stockholders or directors, by the directors may not alter, repeal or amend any bylaws adopted by the stockholders if the stockholders specifically provide such bylaw not be subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of October, 2001.



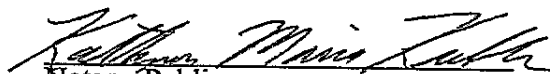
MARSHALL D. DAVIS

STATE OF FLORIDA
COUNTY OF DUVAL

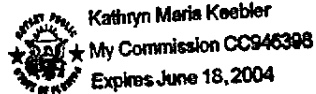
BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, appeared Marshall D. Davis, who is personally known to me and who did not take an oath, known to me and known by me to be the person who executed the

foregoing Articles of Incorporation, 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 31st day of October, 2001.


Notary Public

1817-01



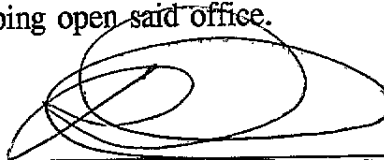
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

First--That H2K SPORTS, INC., desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation, at City of
Jacksonville, County of Duval, State of Florida, has named Marshall D. Davis, located at 233
East Bay Street, Suite 620, Jacksonville, Florida 32202, as its agent to accept service of process
within this state.

ACCEPTANCE

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.



MARSHALL D. DAVIS

1817-01

FILED
01 NOV - 1 PM 12:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA