

TOMMY E. McPHERSON

ATTORNEY AT LAW

601 NEW WARRINGTON ROAD - PENSACOLA, FLA. 32506
TELEPHONE 453-9549 AREA CODE 850 FAX 453-9250

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November 23, 2001

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122.50 **78.75

Department of State
Divisions of Corporations
The Capitol
Tallahassee, FL 32304

RE: HOME FIELD SPORTSCARDS & GAMING, INC.

Dear Sir or Madam:

We enclose the original and a copy of Articles of Incorporation for Home Field Sportscards & Gaming, Inc., and our check in the amount of \$122.50 computed as follows:

Filing Fee.....	\$35.00
Certified Copy.....	\$52.50
Registered Agent Designation.....	\$35.00

Please certify the copy of the articles and return it to my office at the address above. I appreciate your assistance in this matter.

Sincerely yours,

Tommy E. McPherson
Tommy E. McPherson

TEM/cg
Enclosures

FILED
2001 NOV 30 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/4/01

**ARTICLES OF INCORPORATION
OF
HOME FIELD SPORTSCARDS & GAMING, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE

The name of the corporation is HOME FIELD SPORTSCARDS & GAMING, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To provide the retail sale of sports cards and gaming products.
2. To transact in any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue Sixty (60) shares of no-par stock.

ARTICLE FIVE

Every shareholder upon the sale for cash of any new stock of this corporation, of the same kind, class or series as that which he already holds, has the right to purchase his pro-rata share at the price at which it is offered to others. In the event that a shareholder desires to sell his shares in the company, he shall first offer the shares to the other shareholders in writing, at the existing market value.

ARTICLE SIX

The street address of the initial registered office of the corporation is 601 New Warrington Road, Pensacola, FL 32506, and the name of its initial registered agent at such address is GREGORY W. WHEELER. The mailing address is the same.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is (1) One. The name and address of the person who is to serve as the initial director is:

GREGORY W. WHEELER
President

601 New Warrington Road
Pensacola, FL 32506

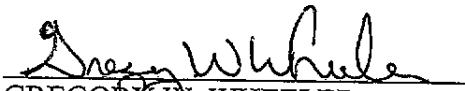
ARTICLE EIGHT

The name and address of the incorporators are:

GREGORY W. WHEELER
President

601 New Warrington Road
Pensacola, FL 32506

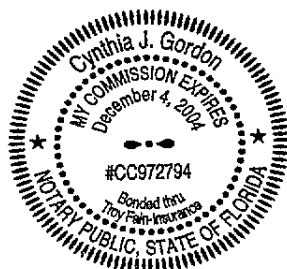
Executed by the undersigned at Pensacola, Escambia County, Florida, on this 20th day of November, 2001.


GREGORY W. WHEELER

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me personally appeared GREGORY W. WHEELER, to me well known and known to me to be the person described in and who executed the foregoing instrument upon oath and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 20th day of November, 2001.




NOTARY PUBLIC
My Commission Expires: 12-04-04

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ACCEPTANCE BY RESIDENT AGENT

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I CERTIFY THAT I am a permanent resident of Escambia County, Florida, doing business at the registered office at 601 New Warrington Road, Pensacola, FL 32506. I hereby accept the foregoing designation as Resident Agent.

Dated at Pensacola, Escambia County, Florida, on this 20th day of November, 2001.


RESIDENT AGENT