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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 17, 2001

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

500004733685--9
-12/20/01--01001--012
*****78.75 *****78.75

Re: Rand Sports and Entertainment Insurance, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the proposed Articles of Incorporation for the above named corporation.

I would appreciate your filing these documents upon receipt and forwarding one certified copy of the Articles of Incorporation to me by U.S. Mail on the date of filing.

I have enclosed a check in the amount of \$78.75 for all costs, including filing fees.

Thank you for your assistance in this matter.

With kindest regards,

L. A. Gornto, Jr. /ml

L. A. Gornto, Jr.
LAG/ml
Enclosures

LAG
12/18/01

ARTICLES OF INCORPORATION

FILED

OF

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RAND SPORTS AND ENTERTAINMENT INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be:

Rand Sports and Entertainment Insurance, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business or mailing address of this corporation shall be:

700 W. Granada Blvd., Suite 102
Ormond Beach, FL 32174

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in cash, property or other benefits to the corporation, as may be determined to be adequate by the Board of Directors.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 700 W. Granada Blvd., Suite 102, Ormond Beach, Florida 32174, and the name of the initial registered agent of the corporation at that address is John Rand.

ARTICLE V
TERM OF EXISTENCE

This corporation shall commence December 18, 2001, and shall have perpetual existence.

ARTICLE VI
NUMBER OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this corporation. The Director, as such, shall receive such compensation for his services, if any, as may be set by the Board of Directors at an annual or special meeting. The Director may authorize and require the payment of the reasonable expenses incurred by the Director in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII
DIRECTORS

The name and address of the initial Director of this corporation, who shall hold office the first year of the corporation's existence or until his successors are elected, are:

<u>Name</u>	<u>Address</u>
John Rand	700 W. Granada Blvd., Suite 102 Ormond Beach, FL 32174

ARTICLE VIII
OFFICERS

The name and address of the initial Officer of this corporation, who shall hold office the first year of the corporation's existence or until his successors are elected, are:

<u>Name and Address</u>	<u>Office</u>
John Rand 700 W. Granada Blvd., Suite 102 Ormond Beach, FL 32174	President, Secretary and Treasurer

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator signing these articles are:

Name

Address

John Rand

700 W. Granada Blvd., Suite 102
Ormond Beach, FL 32174

ARTICLE X
AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any right conferred by these Articles of Incorporation upon the Shareholders is subject to this reservation.

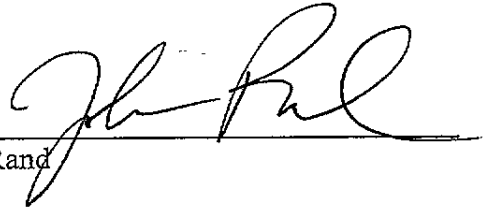
ARTICLE XI
BYLAWS

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

ARTICLE XII
INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by the law.

The undersigned incorporator has executed these Articles of Incorporation this 17th day of December, 2001.

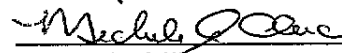

John Rand

STATE OF FLORIDA
COUNTY OF VOLUSIA

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The foregoing Articles of Incorporation was acknowledged before me this 17th day of December, 2001, by John Rand, who is personally known to me and who did not take an oath.



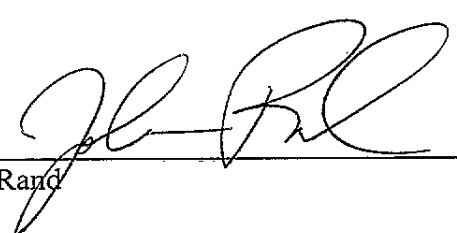
Notary Public
State of Florida at Large
My Commission Expires:



Michele Le Clerc
MY COMMISSION # CC810463 EXPIRES
April 28, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

John Rand, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



John Rand