TRANSMITTAL LETTER

P02-0000414-88

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: American Poulplay (Proposed torporation)		7 PM I: 0. ARY C: SIMI	Wa In
Enclosed is an original and one(1) copy of the articles S70.00 S78.75 Filing Fee Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Cop	S87.50 Filing Fee, Certified Copy & Certificate of Status	
FROM: Stacey Ellie Name (F	rinted or typed)	REQUIRED RECEIVED RECEIVED RECEIVED 17 PH 2: 5 PHYSION OF CHEGRATH	
Olimey FL	3235Z , State & Zip		
(850) GZ7 - 88 Daytime	6000	005290106 -04/17/020106201 ******78.75 ******78.	

NOTE: Please provide the original and one copy of the articles.

gr4/n

ARTICLES OF INCORPORATION

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

AMERICAN POOLPLAYERS ASSOCIATION

OF TALLAHASSEE, INC.

1131 Havana Highway

Quincy, Florida 32352

FILED 12 APR 17 PM 1: 09 SECRETARY OF STATE FALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE IV - VOTING RIGHTS

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

ARTICLE V - DURATION

This corporation shall have perpetual existence.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuances of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors with the exact number of directors to be specified by the shareholders from time to time. The names and addresses of the initial Board of Directors of this corporation are:

Stacey Elliott 1131 Havana Highway Quincy, Florida 32352

ARTICLE VIII - SUBSCRIBER

The name and address of the person signing these articles is:

Stacey Elliott 1131 Havana Highway Quincy, Florida 32352

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by the law either now existing or hereafter enacted, for any and all claims and liabilities to which such person shall become subject by reason of such person having heretofore or hereafter being an officer or director of this corporation.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the share holders is subject to this reservation.

ARTICLE XI - REGISTERED AGENT

The street address of the registered office of this corporation is:

1131 Havana Highway Quincy, Florida 32352

and the name of the Registered Agent of this corporation is:

Stacey Elliott

ACKNOWLEDGEMENT:

Having been named as Registered Agent for the above named corporation, I hereby agree to act in that capacity.

BY:

Registered Agent

SECRETARY OF STATE

Subscriber

STATE OF FLORIDA

SS.

COUNTY OF LEON

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Stacey Elliott, known to me and know by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County foresaid, this _____ day of April, 2002.

NORARY PUBLIC, State of Florida

at Large

My Commission Expires:

Karen M. Hammond
Commission # CC 741550
Expires May 11, 2002
BONDED THRU
BONDED THRU
ATLANTIC BONDING CO., INC

PERSONALLY KNOWN