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AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 78.75

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2002 APR 22 AM 9:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : April 22, 2002

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ORDER NO. : 539640-005

CUSTOMER NO: 97371A

CUSTOMER: Rose M. Eddy, Legal Assistant
Arnstein & Lehr

Suite 600
515 N. Flagler Drive
West Palm Beach, FL 33401

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DIVISION OF CORPORATE AND
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: RAINY DAY SPORTS, INC.

EFFECTIVE DATE:

000005315590--9

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

JS
4/23/02

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2002 APR 22 AM 9: 22

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

RAINY DAY SPORTS, INC.

Kristopher Erik Benz, and Matthew Lee Roncace, the undersigned, form this corporation FOR PROFIT pursuant to Chapter 607 and 621 of the Florida Statutes.

ARTICLE I

The name of the corporation is: **RAINY DAY SPORTS, INC.**

The address of the principal office of the corporation is: 3300-A Meridian Way South, Palm Beach Gardens, FL 33410 and the mailing address of the corporation is: P.O. Box 30458, Palm Beach Gardens, FL 33420.

ARTICLE II

The corporation shall exist perpetually. The Corporation shall issue **one hundred (100) shares** of stock, initially with a par value of \$1.00 per share. Each incorporator shall have an equal number of shares unless and until this provision is amended in the By-Laws.

ARTICLE III

The purpose of this For-Profit Corporation is to engage in online information gathering related to sports and sporting activities, and to provide online services including competitions to which users will subscribe related to the field of professional sports to obtain said information. The Corporation shall also undertake any other business activity necessary to proceed with the above statement. This corporation shall exist in a manner consistent with the laws of the State of Florida, and the United States of America.

ARTICLE IV

Directors and Members

The qualifications for and manner of admission of Directors, and Members shall be regulated by the By-Laws. The incorporators shall be designated directors and as co-presidents (officers) of the Corporation until such further amendment takes place changing said positions. Each incorporator shall have full authority to open bank accounts, obligate the corporation, and enter into agreements on behalf of the corporation. Furthermore, the By-laws shall regulate the powers of the Corporation as long as any provision is not inconsistent with Florida Statute 607 et.seq., or Florida Statute 621 et.seq., or with any other laws of the United States.

ARTICLE V

Registered Office

The initial registered office of the corporation and its initial registered agent is:

LISE L. HUDSON, Esq.
515 N. Flagler Drive
6th Floor
West Palm Beach Florida 33401

ARTICLE VI

DIRECTORS

The corporation shall have TWO (2) director(s) initially. The number of directors may be changed from time to time by the By-Laws. The name and address of each person who is to serve as an initial director is:

Kristopher Erik Benz
3300-A Meridian Way South
Palm Beach Gardens, FL 33410

Matthew Lee Roncace
22-A Bedford Court
Royal Palm Beach, FL 33411

ARTICLE VII
INCORPORATORS

The name and address of the incorporators are:

Kristopher Erik Benz
3300-A Meridian Way South
Palm Beach Gardens, FL 33410

and

Matthew Lee Roncace
22-A Bedford Court
Royal Palm Beach, FL 33411

ARTICLE VIII

BY-LAWS

The By-Laws of the corporation shall be adopted by the Board of Directors.

We have set our hands and our seals hereto this 3rd day of April, 2002.

K-E-BENZ
KRISTOPHER ERIK BENZ

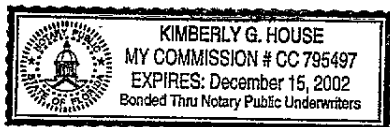
Matthew Lee Roncace
MATTHEW LEE RONCACE

DATED: 4-3-02

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared
KRISTOPHER ERIK BENZ, MATTHEW LEE RONCACE personally known to me _____
or produced identification ✓. Type of identification produced Matthew Roncace B52255574229
Kristopher Benz B52050574247

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
at West Palm Beach, Florida, this 3rd day of April, 2002.

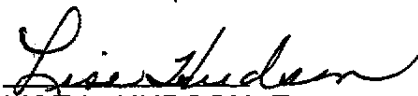


Kimberly G. House
Notary Public
State of Florida at Large

Kimberly G. House
PRINT, OR TYPE NAME

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Resident Agent for this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


LISE L. HUDSON, Esq.

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