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FAX NO.

P. 01

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : MATTHEWS & HAWKINS, P.A.

Account Number : 119990000039

Phone : (850) 837-3662

Fax Number : (850) 654-1634

SECRETARY OF STATE
JAILAH ASSOCIATES, FLORIDA

02 MAY 24 AM 3:05

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FLORIDA PROFIT CORPORATION OR P.A.

NFC Baseball Holdings, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation shall be:

NFC BASEBALL HOLDINGS, INC.

ARTICLE II PRINCIPAL OFFICE

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

NFC Baseball Holdings, Inc.
40001 Emerald Coast Parkway
Destin, Florida 32541

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time shall be:

One Hundred (100) shares
One Dollar (\$1.00) par value

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is:

Dana C. Matthews, Esq.
Matthews & Hawkins, P.A.
607 Highway 98 East
Destin, Florida 32541

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02 MAY 24 AM 3:05
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TALLAHASSEE, FLORIDA

**ARTICLE V
INCORPORATORS**

The name and street address(es) of the incorporators to these Articles of Incorporation is:


NAME

ADDRESS

Dana C. Matthews

607 Highway 98 East, Destin, Florida 32541

The undersigned incorporator has executed these Articles of Incorporation this 24 day
of May, 2002.


Dana C. Matthews
Incorporator

This instrument prepared by:

Matthews & Hawkins, P.A.
607 Highway 98 East
Destin, Florida 32541
850-837-1667

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

NFC BASEBALL HOLDINGS, INC.

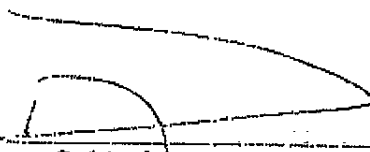
2. The name and address of the registered agent and office is:

**Dana C. Matthews, Esq.
Matthews & Hawkins, P.A.
607 Highway 98 East
Destin, Florida 32541**

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 24 day of May, 2002.



Dana C. Matthews, Registered Agent