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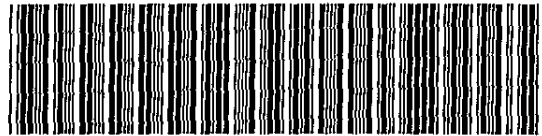
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
DANIEL W. RAAB, P.A.
SUITE 850, GABLES ONE TOWER
1320 SOUTH DIXIE HIGHWAY
MIAMI, FLORIDA 33146 2929
TELEPHONE: (305) 284-0008
FAX: (305) 284-9501
E MAIL: RAABD@BELLSOUTH.NET

14 December 2002

Secretary Of State
Division Of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

RE: Our File No. 4171-F
Articles of Incorporation for Butler Basketball, Inc.

Gentlemen/Ladies:

Please find enclosed the original, plus one copy of the Articles Of Incorporation for Butler Basketball, Inc., along with a check in the amount of \$78.75, for the filing of said Articles of Incorporation. This should cover the filing fee and a certified copy of the Articles.

Very truly yours,



Daniel W. Raab

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enclosures

Federal Express

ARTICLES OF INCORPORATION

OF

BUTLER BASKETBALL, INC.

The undersigned subscriber of these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is BUTLER BASKETBALL, INC.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The purpose for which this corporation is organized is to engage in any business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Authorized shares: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be ONE THOUSAND (1000) Shares having a ONE DOLLAR (\$1.00) PAR VALUE EACH. All of the aforementioned stock is to be issued as fully paid and is exempt from assessment.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators, or by the directors at a meeting called for such purposes, or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations

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or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

ARTICLE V

The amount of the capital stock which the corporation may begin business will not be less than ONE HUNDRED SHARES.

ARTICLE VI

The address of the corporation's initial registered office shall be:

1320 SOUTH DIXIE HIGHWAY
SUITE 850
MIAMI, FLORIDA 33146

ARTICLE VII

The address of the initial registered agent is:

DANIEL W. RAAB, P.A.
1320 SOUTH DIXIE HIGHWAY, STE. 850
MIAMI, FLORIDA 33146

ARTICLE VIII

The address of the principal place of business shall be:

15391 S. Dixie Highway #60
Miami, Florida 33157

ARTICLE IX

The names and post office addresses of the President, Director, and Secretary/Treasurer, and the name of the first Board of Directors, who, subject to the provisions of the ARTICLES OF INCORPORATION, and of the corporation's by-laws, shall hold office

for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following:
Officers and Board of Directors:

PRESIDENT/SEC.	JAKE BUTLER
VICE PRES./TREAS.	15391 S. Dixie Highway #60
	Miami, Florida 33157

ARTICLE X

The name and post office address of the incorporator is:

JAKE BUTLER
15391 S. Dixie Highway #60
Miami, Florida 33157

ARTICLE XI

The shareholders shall have the power to adopt, amend, alter, change or repeal the ARTICLES OF INCORPORATION when proposed and approved at a stockholders' meeting with not less than a two-thirds (2/3) vote of the common stock.

In furtherance and not in limitation of powers conferred by the laws of the State of Florida and the Board of Directors is hereby especially authorized:

1. To make and alter the by-laws at pleasure.
2. To fix the amount to be reserved as working capital and authorized the cause to be executed mortgages and liens upon the property and franchises of this corporation.
3. To issue additional shares of stock.

ARTICLE XII

Cumulative voting may be permitted by the terms of the by-

laws.

IN WITNESS WHEREOF, I have hereunto set my hand this 14th
day of December, 2002.


JAKE BUTLER

STATE OF FLORIDA)

) ss

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared JAKE BUTLER to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, and acknowledges before me that she signed the same for the purpose therein stated.

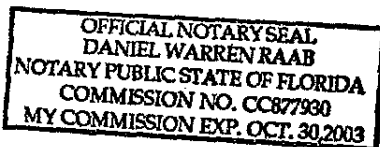
JAKE BUTLER is personally known to me ☒, or has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Fla. this 14th day of December 2002.


NOTARY PUBLIC

Daniel Warren Raab
(name printed, typed or stamped)

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

BUTLER BASKETBALL, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the ARTICLES OF INCORPORATION, has named DANIEL W. RAAB, P.A. as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida law relative to keeping open said office.



DANIEL W. RAAB, President for
DANIEL W. RAAB, P.A.

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