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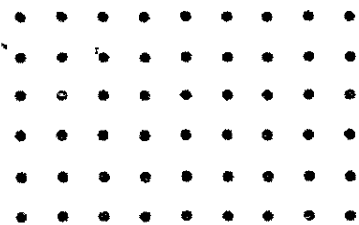
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03 APR 11 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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James H. Forrester, P.A. ■ CERTIFIED PUBLIC ACCOUNTANTS

March 26, 2003

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

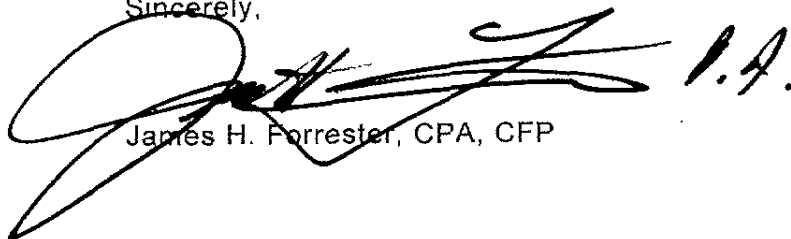
RE: Rack Your Balls, Inc.

Gentlemen:

Attached are the original and one copy of the Articles of Incorporation for
Rack Your Balls, Inc. along with a check for \$78.75.

Should you need any further data, please call us.

Sincerely,



James H. Forrester, CPA, CFP

ARTICLES OF INCORPORATION

OF

RACK YOUR BALLS, INC.

The undersigned, for the purpose of forming a corporation Under the Florida General Corporation Act, dose hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Rack Your Balls, Inc.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The amount of capital stock of this corporation shall be ONE HUNDRED SHARES (100) at Ten Dollar (\$10.00) par value stock, which stock shall be non-assessable to be held, sold and paid for at such time and in such manner as the Board of Directors may, from time to time, determine. All of the capital stock shall be common stock.

ARTICLE V

The corporation shall commence business on filing with the Secretary of State.

ARTICLE VI

The principal place for the transaction of its business shall be 12 Winewood Court, Fort Myers Florida 33919. That said corporation shall have the authority to do business at such other place or places within or without the State of Florida, as the corporation may be resolution designate.

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ARTICLE VII

The corporation shall have a Board of one (1) Director, and the Board may be increased to not more than five (5) Directors. The number of Directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice-President, a Secretary and a Treasurer and such other officers, agents and Directors, who shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws as determined by the Board of Directors. The name and addresses of the officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Troy E. DeMond
12 Winewood Court
Fort Myers, Florida 33919-7543

President/Secretary

Johnny M. Tyree
5009 Cactus Place
Prescott, AZ 86301

Vice President/Treasurer

ARTICLE IX

The name and address of the subscriber of these Articles of Incorporation with the amount of stock subscribed for and agreed to be taken is as follows:

Troy E. DeMond

10 Shares

Johnny M. Tyree

10 Shares

ARTICLE X

The Directors shall be elected by shareholders at their annual meeting, and the officers shall be elected by the Directors at their annual meeting, both of which will be held at the principal office of the corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon.

ARTICLE XI

The street address of the initial registered office of this Corporation is 12 Winewood Court, Fort Myers, Florida 33919 and the name of the initial registered agent of this corporation at that address is Troy E. DeMond.


ARTICLE XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE XIII

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the Directors. The shareholders may amend, alter or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law which would be in conflict with the By-Laws adopted by the shareholders.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing stated are true and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Fort Myers, Florida, this 22nd day of March 2003.


Troy E. DeMond


John M. Tyree

STATE OF FLORIDA)

SS

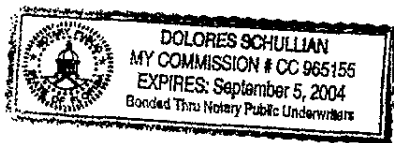
COUNTY OF LEE)

I HEREBY CERTIFY that before the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared Troy E. DeMond, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certify and acknowledge that they made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 27th day of March 2003.

My Commission Expires:

Dolores Schullian
Notary Public



Fort Myers, Florida

I HEREBY ACCEPT appointment as agent of Rack Your Balls, Inc. a Florida corporation, upon whom process, tax notice or demands may be served.

Troy E. DeMond
Troy E. DeMond

DATED: 3/27/03

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TALLAHASSEE, FLORIDA