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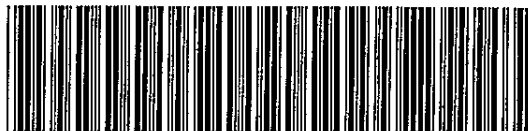
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FILED
2004 JAN 28 P 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF
RICHARD R. KURITZ
ATTORNEY AND COUNSELOR AT LAW

PHYSICAL ADDRESS:

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FLORIDA BAR ASSOCIATION

MAILING & DROP OFF ADDRESS

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FLORIDA 32217

January 26, 2004

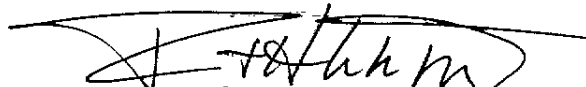
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **HOMEFIELD SPORTS & ENTERTAINMENT, INC.**

To Whom It May Concern:

Please find enclosed a check made payable to the Secretary of State in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75). Please file these articles with your office and return a certified copy to the above mailing address. If you have any questions please feel free to call me at the above telephone number.

Very Truly Yours,



Robert G. Hetsler, Jr., J.D., CPA

Enc.

**CERTIFICATE OF INCORPORATION
OF
HOMEFIELD SPORTS & ENTERTAINMENT, INC.
A FOR-PROFIT CORPORATION**

FILED

2004 JAN 28 P 12:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME AND CORPORATE STATUS

The name of the corporation is **HOMEFIELD SPORTS & ENTERTAINMENT, INC.**, a for-profit corporation formed under the Florida General Corporation Act.

II. NAME AND ADDRESS OF REGISTERED AGENT AND CORPORATE OFFICE

The name of the Corporation's registered agent and the address of the Corporation's registered office in the State of Florida are:

Registered Agent

Timothy E. Thurman
1643 Hawkins Cove Drive East
Jacksonville, Florida 32246

Corporate Office

Homefield Sports & Entertainment, Inc.
1643 Hawkins Cove Drive East
Jacksonville, Florida 32246

III. PURPOSE

The purpose of the Corporation is to be a for-profit corporation for all legal purposes.

IV. STOCK

This Corporation shall have authority to issue 5000 shares of capital stock.

V. NAMES AND MAILING ADDRESSES OF INCORPORATORS

The name and address of each incorporator is as follows:

1. Timothy E. Thurman, President
1643 Hawkins Cove Drive East
Jacksonville, FL 32246
2. Pamala Turney, Secretary
1643 Hawkins Cove Drive East
Jacksonville, FL 32246
3. John R. Turney, Jr.
1643 Hawkins Cove Drive East
Jacksonville, FL 32246

4. John R. Turney
1613 Hawkins Cove Drive East
Jacksonville, FL 32246

5. Lamar Prevatt
3702 Wayland Street
Jacksonville, FL 32277

VI. POWERS OF THE BOARD OF DIRECTORS

The Board of Directors which shall be commonly known as "The Executive Board" is authorized as follows:

- (a) To adopt, amend or repeal the Bylaws of the Corporation as set forth in the Bylaws of the Corporation.
- (b) To supervise all activities of the Corporation, consistent with the purposes of the Corporation set forth herein.

The five incorporators named in this Certificate of Incorporation shall serve as the initial Board of Directors of the Corporation.

Further qualifications for Directors may be added by the Bylaws of this Corporation.

VII. INDEMNIFICATION

To the maximum extent permitted by law, no Director of the Corporation shall be liable to the Corporation for monetary damages for any negligent act or omission of an employee of the Corporation or for any negligent act or omission of another Director, provided that this immunity shall not extend to intentional torts or to grossly negligent acts or omissions personal to any Director of the Corporation.

That the Corporation shall, to the maximum extent permitted by law, indemnify the incorporators for all acts in incorporating this corporation as discussed in the previous paragraph.

* * * * *

THE UNDERSIGNED, being the above named President and Vice President both of which are incorporators, for the purpose of forming a for-profit corporation under the Florida General Corporation Act, make this Certificate, and hereby declare and certify this is the act and deed of the undersigned and that the facts herein stated are true as of this 20th day of January 2004.

Timothy E. Thurman
Timothy E. Thurman, President

Pamala M. Turney
Pamala Turney, Secretary

John R. Turney, Jr.
John R. Turney, Jr.

John R. Turney
John R. Turney

Lamar Prevatt
Lamar Prevatt

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

ss.

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 20th day of January, 2004, personally appeared the above incorporators, to me known to be the identical persons who executed the within and foregoing Certificate of Incorporation, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.

Delores T. McNamara
NOTARY PUBLIC

SEAL

My Commission Expires:



DELORES T. McNAMARA
Notary Public, State of Florida
My comm. expires Jan. 7, 2007
Comm. No. CC 898258

**HOMEFIELD SPORTS & ENTERTAINMENT, INC.
A FOR-PROFIT CORPORATION, REGISTERED AGENT ACCEPTANCE**

On this 20th day of January, ²⁰⁰⁴ I, Timothy E. Thurman, 1643 Hawkins Cove Drive East, Jacksonville, FL 32246, do hereby accept being the registered agent for the **HOMEFIELD SPORTS & ENTERTAINMENT, INC.**, at the above named address.

Timothy E. Thurman
Timothy E. Thurman

STATE OF Florida)
) ss.
COUNTY OF DUVAL)

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 20th day of January, 2004, personally appeared Timothy E. Thurman, to me known to be the identical person who executed the within and foregoing Registered Agent Acceptance, and acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.

Deborah McNamara
NOTARY PUBLIC

SEAL

My Commission Expires:



DELORES T. McNAMARA
Notary Public, State of Florida
My comm. expires Jan. 7, 2007
Comm. No. CC 898258

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2004 JAN 28 P 12:26
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TALLAHASSEE, FLORIDA