

**Electronic Articles of Incorporation
For**

P04000091572
FILED
June 14, 2004
Sec. Of State
thampton

STARLEAF SPORTS ENTERTAINMENT INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

STARLEAF SPORTS ENTERTAINMENT INC.

Article II

The principal place of business address:

1120, 246 STEWART GREEN SW
CALGARY, ALBERTA T3H3C8, . CANADA

The mailing address of the corporation is:

1120, 246 STEWART GREEN SW
CALGARY, ALBERTA T3H3C8, . CANADA

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10,000

Article V

The name and Florida street address of the registered agent is:

ADAM J BUSS ESQ.
50 N. LAURA STREET
SUITE 2600
JACKSONVILLE, FL. 32202

I certify that I am familiar with and accept the responsibilities of registered agent.

P04000091572
FILED
June 14, 2004
Sec. Of State
thampton

Registered Agent Signature: ADAM J. BUSS

Article VI

The name and address of the incorporator is:

ADAM J. BUSS
SMITH, GAMBRELL & RUSSELL, LLP
50 N. LAURA STREET, SUITE 2600
JACKSONVILLE, FL 32202

Incorporator Signature: ADAM J. BUSS

Article VII

The effective date for this corporation shall be:

06/14/2004