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2004 DEC 16 P 1:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 14, 2004

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


Re: Incorporation of Fan Nation, Inc.

To Whom It May Concern:

Enclosed are the original articles of incorporation of Fan Nation, Inc., together with a check in the amount of \$78.75 to cover the filing fee, registered agent designation fee and certificate of status. Please file the original articles and return a date stamped copy to me together with a certificate of status, at your earliest convenience.

Thank you for your attention to this request.

Sincerely,



Steven D. Robyor

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

Fan Nation, Inc.

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

ARTICLE ONE

The name of this corporation is Fan Nation, Inc.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under chapter 607, Florida Statutes and engage in any trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. The corporation shall also be authorized to engage in such other activities as may be necessary or permissible for its operation.

ARTICLE FOUR

4.01 The aggregate number of shares that the corporation shall have the authority to issue is 2,000 shares of common stock having a par value of \$1 per share. All such shares shall be of a single class and of equal right and power.

4.02 The shareholders shall be empowered to manage the affairs of the corporation in lieu of the directors or until the board of directors is elected by the shareholders. The names and addresses of the initial shareholders and board of directors of the corporation are as follows: Steven D. Robyor, 1330 NW 13th Street, #17, Boca Raton, FL 33486.

ARTICLE FIVE

5.01 The mailing address of the initial principal corporate office of the corporation is: 1330 NW 13th Street, #17, Boca Raton, FL 33486.

5.02 The street address of the initial registered office and the name of the initial Registered Agent for the corporation to accept service of process within

the State of Florida is: Steven D. Robyor, 1330 NW 13th Street, #17, Boca Raton, FL 33486.

ARTICLE SIX

The name and address of the incorporator of the incorporation is: Steven D. Robyor, 1330 NW 13th Street, #17, Boca Raton, FL 33486. Said incorporator is over the age of eighteen (18) years, and a resident of the State of Florida.

ARTICLE SEVEN

The above named shareholders shall manage the affairs of the corporation in lieu of the directors or until the shareholders elect a board of directors at the first meeting of shareholders. The bylaws may provide for such increase or change, from time to time, in number of directors as is authorized by law.

ARTICLE EIGHT

The capital stock of the Corporation shall be the subject to the restrictions upon the sale, pledge, assignment, transfer or other disposition thereof contained in an agreement among shareholders maintained at the principal corporate office of the Corporation.

ARTICLE NINE

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE TEN

The effective date of this corporation shall be the filing date of these Articles of Incorporation in accordance with Florida Statutes §607.0203.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 14th day of DECEMBER 2004.




Steven D. Robyor
Incorporator

**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate Designating Place of Business or Domicile for the Service of Process Within This State and Naming Agent Upon Whom Process May be Served.

The following is submitted in compliance with the Florida General Business Corporation Act:

Fan Nation, Inc. is a corporation organized under the laws of the State of Florida, with its Registered Office located at: 1330 NW 13th Street, #17, in the city of Boca Raton, County of Palm Beach and State of Florida 33486, and has named Steven D. Robyor as agent to accept service of process within this State at the office specified in his acceptance below.



Steven D. Robyor
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE:

I HEREBY, AS Registered Agent of Fan Nation, Inc., to accept Service of Process; to keep my office at: 1330 NW 13th Street, #17, Boca Raton, FL 33486 open during the hours prescribed by §48.081, Florida Statutes; to post my name (and any other officers of said corporation authorized to accept service or process at the Florida designated address) in some conspicuous place in said office as required by law.



Steven D. Robyor
Registered Agent