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FLORIDA PROFIT CORPORATION OR P.A.

THE PROFESSIONAL ATHLETES FUND, INC.

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ARTICLES OF INCORPORATION

OF

THE PROFESSIONAL ATHLETES FUND, INC.

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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is The Professional Athletes Fund, Inc

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 4348 Southpoint Blvd , Suite 100, Jacksonville, Florida 32216.

Section 1.3 Mailing Address. The mailing address of the Corporation is 4348 Southpoint Blvd , Suite 100, Jacksonville, Florida 32216.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

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ARTICLE IV

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of voting common stock having a par value of \$0.01 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 4348 Southpoint Blvd., Suite 100, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is Nick Nicholson.

ARTICLE VI

BYLAWS

Section 6.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VII

INCORPORATOR

Section 7.1 Name and Address. The name and street address of the incorporator of this corporation are:

<u>Name</u>	<u>Address</u>
Nick Nicholson	4348 Southpoint Blvd., Suite 100 Jacksonville, Florida 32216

ARTICLE VIII

INDEMNIFICATION

Section 8.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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ARTICLE IX

AMENDMENT

Section 9.1 Amendment This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the incorporator has executed these Articles the 5th day of January, 2005.


Nick Nicholson, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. The undersigned is familiar with and accepts the obligations of a registered agent.


Nick NicholsonDate: January 5, 2005

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