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# TRANSMITTAL LETTE

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

**SUBJECT:** NINJA.COM, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00	<input checked="" type="checkbox"/> \$78.75
Filing Fee	Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$87.50
Filing Fee	Filing Fee,
& Certified Copy	Certified Copy
	& Certificate of
	Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: WILLIAM K. GROOVER, II  
Name (Printed or typed)

13371 88th Place North  
Address

Seminole, Florida 33776  
City, State & Zip

727-391-7775  
Daytime Telephone number

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05 NOV 23 AM 1:21  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
OF  
NINJA.COM, INC.

ARTICLE I – Name

The name of this corporation is NINJA.COM, INC.

ARTICLE II – Duration

This corporation shall have perpetual existence.

ARTICLE III – Purpose

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes as presently enacted and as it may be amended from time to time.

ARTICLE IV – Capital Stock

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares."

ARTICLE V – Preemptive Rights

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

ARTICLE VI – Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 13371 88<sup>th</sup> Place North, Seminole, Florida 33776, and the name of the initial registered agent of this corporation at that address is Neal A. White.

ARTICLE VII – Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be wither increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
William K. Groover, II	13371 88 <sup>th</sup> Place North Seminole, Florida 33776

ARTICLE VIII – Incorporators

The name and address of the person signing these Article is:

<u>Name</u>	<u>Address</u>
William K. Groover, II	13371 88 <sup>th</sup> Place North Seminole, Florida 33776

ARTICLE XI – Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE X – Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservations.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of November, 2005.

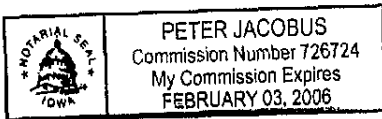
William K. Groover, II

William K. Groover, II

STATE OF IOWA )

COUNTY OF POTTAWATTAMIE )

The foregoing instrument was acknowledged before me this 22 day of November, 2005, by William K. Groover, II.



Peter Jacobus  
Notary Public

My commission expires: 2-3-06

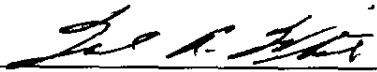
CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA

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Pursuant to Florida Statute 48.091, NINJA.COM, INC., desiring to organize under the laws of the State of Florida, hereby designates Neal A. White, located at 13371 88<sup>th</sup> Place North, Seminole, Florida 33776, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designates as registered agent to accept service of process for the above named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statute 48.091(2) relative to maintaining an office for the service of process.

  
\_\_\_\_\_  
Neal A. White

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SEF FLORIDA