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Florida Department of State
Division of Corporations
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365 FANTASY SPORTS INC

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July 20, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

365 FANTASY SPORTS INC
1005 W STATE ROAD 84
181
FORT LAUDERDALE, FL 33315US

SUBJECT: 365 FANTASY SPORTS INC
REF: P08000012856

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Teresa Brown
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE
REGARDING THE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

365 FANTASY SPORTS INC**

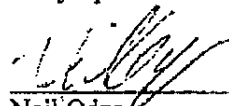
365 Fantasy Sports Inc, a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (Chapter 607, Florida Statutes), for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida that:

1. The name of the Corporation is **365 Fantasy Sports Inc**
2. The Corporation's Articles of Incorporation were initially filed with the Florida Department of State on February 4, 2008 under document number P08000012856 and were amended through Articles of Amendment filed with the Florida Department of State on May 26, 2011 (as amended, the "Articles of Incorporation").
3. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Amended and Restated Articles of Incorporation") contain various amendments to the Corporation's Articles of Incorporation, all as set forth in full in the attachment hereto.
4. The amendment and restatement hereby made to the Articles of Incorporation of the Corporation was duly adopted by the holders of 100% of the voting power of the outstanding capital stock of, and all the members of the Board of Directors of, the Corporation on and as of the 19th day of July 2011 in accordance with the provisions of the Florida Business Corporation Act. The number of votes cast was sufficient for approval of the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 19th day of July 2011.

365 Fantasy Sports Inc

By:



Neil Odze
President

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
365 FANTASY SPORTS INC
(a Florida corporation)

Preliminary Statement

FIRST: The Articles of Incorporation of 365 Fantasy Sports Inc were filed with the Florida Department of State on February 4, 2008 under document number P08000012856 and were amended through Articles of Amendment filed with the Florida Department of State on May 26, 2011.

SECOND: The Articles of Incorporation of 365 Fantasy Sports Inc, as amended, are hereby amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the Corporation is 365 Fantasy Sports Inc (hereinafter called the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND REGISTERED AGENT

The street and mailing address of the current principal place of business and registered office of the Corporation is 1005 W. State Road 84, #181, Fort Lauderdale, Florida 33315. Such principal place of business of the Corporation may be relocated to another address and city within or without the State of Florida as may be designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time. The name and address of the Corporation's registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Amended and Restated Articles of Incorporation of the Corporation (the "Articles"), is Neil Odze, whose mailing address is 1005 W. State Road 84, #181, Fort Lauderdale, Florida 33315.

ARTICLE III - PURPOSE

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, including any amendments thereto.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is One Million (1,000,000) shares of common stock, par value \$0.001 per share (the "Common Stock"). The Common Stock is the only class of stock authorized. Other classes of stock may be authorized only if provided for in subsequent amendments to these Articles.

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A. General.

1. Privileges, Powers etc. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights provided under the Florida Business Corporation Act (Chapter 607, Florida Statutes) (the "FBCA") (except as expressly provided under these Articles).

2. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law, the holders of Common Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

3. Dividends. Subject to provisions of law, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

4. Liquidation. Subject to provisions of law, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation and any and all preferential amounts to which specifically identified holders of the Common Stock (as identified in the Amended and Restated Bylaws of the Corporation (the "Bylaws") or a shareholders' agreement, if any, or otherwise) are entitled with respect to the distribution of the net assets of the Corporation in liquidation, all holders of Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation available for distribution.

B. Options, Warrants & Rights.

1. The Corporation may issue options, warrants and rights for the purchase of shares of any class or series (subject to amendment of the Articles as may be required) of the Corporation. The Board of Directors, in its sole discretion, shall determine the terms and conditions on which the options, warrants or rights are issued, their form and content and the consideration for which, and terms and conditions upon which, the shares are to be issued.

2. The terms and conditions of rights or options to purchase shares of any class or series of the Corporation may include, without limitation, restrictions or conditions that preclude or limit the exercise, transfer, receipt or holding of such rights or options by any person or persons, including any person or persons owning (beneficially or of record) or offering to acquire a specified number or percentage of the outstanding shares of any class or series, or any transferee or transferees of any such person or persons, or that invalidate or void such rights or options held by any such person or persons or any such transferee or transferees.

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ARTICLE V - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights with respect to the Corporation's unissued shares of capital stock and the Corporation's treasury shares (if any).

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors shall consist of not fewer than two (2) nor more than five (5) members. The number of directors constituting the Board within these limits may be fixed, and increased or decreased, from time to time as provided in the Bylaws. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors; provided, however, that any of the Major Decisions (as such term is defined in the Bylaws) must be submitted to, and approved (in accordance with the Bylaws) by, a vote of the shareholders entitled to vote thereon before any such Major Decision may be effectuated or carried out, or caused or allowed to be effectuated or carried out, by or on behalf of the Board of Directors. Members of the Board of Directors must be natural persons who are at least 18 years of age but need not be residents of Florida or shareholders of the Corporation.

ARTICLE VII - DIRECTOR ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors (or of a committee of the Board of Directors) may be taken without a meeting, without prior notice and without a vote if the action is taken by the written consent of all members of the Board of Directors (or of such committee of the Board of Directors). The action must be evidenced by one or more written consents describing the action taken and signed by each director (or committee member), which consent(s) shall be filed in the official minute books of the Corporation in which proceedings of meetings of the Board of Directors are recorded. Any action taken by written consent under this Article VII shall be deemed effective when the last director signs the consent, unless the consent specifies otherwise, and shall have the same effect as a meeting vote and may be described as such in any document.

ARTICLE VIII - CALL OF SPECIAL SHAREHOLDERS MEETING

Except as otherwise required by law or by or pursuant to these Articles, the Corporation shall not be required to call or hold a special meeting of shareholders of the Corporation unless (in addition to any other requirement(s) of applicable law or elsewhere in these Articles) (i) the holders of not less than twenty percent (20%) of all the votes entitled to be cast on any issue proposed to be considered at the special meeting sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held; or (ii) the meeting is called by (a) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (b) the Corporation's Chairman of the Board of Directors or Chief Executive Officer, or (c) the Corporation's Secretary upon the written request of any two or more members of the Board of Directors. Only

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business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the FBCA (or a successor provision of such law) may be conducted at a special shareholders' meeting.

ARTICLE IX - SHAREHOLDER ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken at any annual or special meeting of shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote if such action is taken by the unanimous written consent of all shareholders entitled to vote on such action. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by the approving shareholders and delivered to the Secretary or other officer or agent of the Corporation having custody of the official minute books of the Corporation in which proceedings of meetings of the shareholders are recorded. Whenever action is taken pursuant to this Article IX, the written consent(s) of shareholders shall be filed in the Corporation's minute book. No written consent of shareholders shall be effective to take the corporate action referred to therein unless, within 60 days of the date of the earliest dated consent delivered in the manner provided in this Article IX, written consents executed and delivered by all shareholders are delivered to the Corporation by delivery as required in this Article IX. Any action taken by written consent under this Article IX shall have the effect of a meeting vote and may be described as such in any document.

ARTICLE X - BYLAWS INCREASING VOTING REQUIREMENTS FOR SHAREHOLDERS

The shareholders may adopt or amend one or more Bylaws provisions fixing a greater voting requirement for shareholders (or voting groups of shareholders) than is required by the FBCA.

ARTICLE XI - LIMITATION OF LIABILITY

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision, action or failure to act, regarding corporate management or policy, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 706.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article XI shall not adversely affect any right or protection of a director of

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the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify its directors to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director (or his or her heirs, executors, administrators or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article XII shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking by or on behalf of the director to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article XII.

The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and/or to the advancement of expenses to officers, employees and agents of the Corporation similar to those conferred in this Article XII to directors of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article XII shall not be exclusive of any other right(s) which any person may have or hereafter acquire under these Articles, the Bylaws, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article XII shall not adversely affect any rights to indemnification and/or to the advancement of expenses of a director of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability or expenses asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of this Article XII.

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ARTICLE XIII - EXCEPTION TO LIMITATION OF LIABILITY AND INDEMNIFICATION

Notwithstanding anything to the contrary contained in these Articles or the Bylaws, if (i) any matter or action requires, whether pursuant to these Articles or the Bylaws, that such matter or action be approved or adopted by the affirmative vote of the holders of more than a majority of the outstanding shares of capital stock entitled to vote thereon (whether voting as a single or multiple voting groups) (the "Supermajority Voting Requirement") and (ii) any director effectuates any such matter or takes any such action (or causes or allows any such matter to be effectuated or such action to be taken) without first complying with (or causing the Corporation to comply with) the Supermajority Voting Requirement (any such action, an "Action in Violation"), then the provisions of Articles XI and XII of these Articles (and any equivalent or similar provisions of the Bylaws) shall not apply with respect to (and shall not limit, or provide indemnification from, such director's liability resulting from) any such Action in Violation (unless such Action in Violation is subsequently affirmatively and expressly ratified by the holders of the same number or percentage of outstanding shares of capital stock as would have otherwise been required to approve or adopt such matter or action in compliance with the Supermajority Voting Requirement, which ratification shall make specific reference to the particular Action in Violation being ratified).

ARTICLE XIV - BYLAW AMENDMENTS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, each of the Board of Directors and the shareholders of the Corporation is expressly authorized and empowered to make, alter, amend and repeal the Bylaws in any respect not inconsistent with the laws of the State of Florida or with these Articles. For the shareholders to make, alter, amend or repeal the Bylaws in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Articles) must be approved by the affirmative vote of the holders of not less than eighty percent (80%) of the outstanding shares of capital stock entitled to vote thereon. The Corporation's Board of Directors may freely alter, amend or repeal the Bylaws unless (a) these Articles or the FBCA (as the same exists or may hereafter be amended) reserves the power to alter, amend or repeal the Bylaws generally or a particular Bylaw provision exclusively to the shareholders, or (b) the shareholders of the Corporation, in altering, amending or repealing the Bylaws generally or a particular Bylaw provision, provide expressly that the Board of Directors may not alter, amend or repeal the Bylaws or that particular Bylaw provision.

ARTICLE XV - AMENDMENTS TO ARTICLES

The Corporation reserves the right to alter, amend or repeal any provision contained in these Articles, or any amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any and all rights conferred upon the shareholders is subject to this reservation. Any alteration, amendment or repeal of any provisions contained in

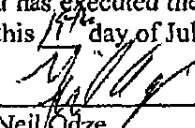
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these Articles, or any amendment thereto, that requires the approval of the shareholders for its adoption shall require the affirmative vote of the holders of no less than eighty percent (80%) of the outstanding shares of capital stock entitled to vote thereon.

* * * * *

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of 365 Fantasy Sports Inc, this 17th day of July, 2011.



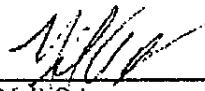
Neil Odze
President

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**CONSENT TO APPOINTMENT AS REGISTERED AGENT
OF
365 FANTASY SPORTS INC
(a Florida corporation)**

The undersigned, Neil Odze, whose business address is 1005 W. State Road 84, #181, Fort Lauderdale, Florida 33315, hereby accepts appointment as the registered agent of 365 Fantasy Sports Inc, a Florida corporation, and is familiar with and accepts the obligations provided for in Section 607.0505, Florida Statutes.

By: 

Neil Odze
Registered Agent

Dated July 19th, 2011

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