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09 JAN 20 AM 10: 05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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2009 JAN 20 PM 1: 44  
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B. KOHR

JAN 21 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 864424 4303940

AUTHORIZATION :

COST LIMIT : \$ 105

*Spuddean*

ORDER DATE : January 20, 2009

ORDER TIME : 11:54 AM

ORDER NO. : 864424-005

CUSTOMER NO: 4303940

FILED  
09 JAN 20 AM 10:09  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FEARLESS SPORTS, INC.

EFFECTIVE DATE:

XX\_\_\_\_\_ ARTICLES OF INCORPORATION-CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: \_\_\_\_\_

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

FILED  
09 JAN 20 AM 10:05  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

L0800010598

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Fearless Sports, LLC.
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of Florida on November 13, 2008.
3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated: N/A
4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is Fearless Sports, Inc.

This Certificate of Conversion is to be effective upon filing.

Signed this 20<sup>th</sup> day of January, 2009.

By: 

Printed Name: Dino A. Doyle

Title: Director

**ARTICLES OF INCORPORATION  
OF  
FEARLESS SPORTS, INC.**

The undersigned, acting as incorporator of Fearless Sports, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is Fearless Sports, Inc.

**ARTICLE II. ADDRESS**

The principal place of business and mailing and street address of the corporation is:

605 Casabella Circle  
Tampa, Florida 33609

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence at 12:01 A.M., the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the current registered office of the corporation is 605 Casabella Circle, Tampa, Florida 33609, and the name of the corporation's current registered agent at that address is Dino A. Doyle.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Dino A. Doyle	605 Casabella Circle Tampa, Florida 33609

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TALLAHASSEE, FLORIDA

Brian J. Froehling                      605 Casabella Circle  
Tampa, Florida 33609

Giovanni J. Valiente                      605 Casabella Circle  
Tampa, Florida 33609

#### ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Dino A. Doyle	605 Casabella Circle Tampa, Florida 33609

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

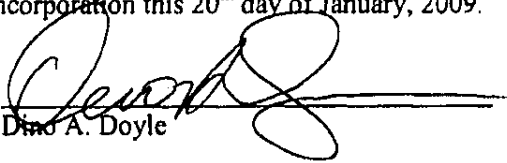
#### ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 20<sup>th</sup> day of January, 2009.

  
Dino A. Doyle

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY  
BE SERVED.**

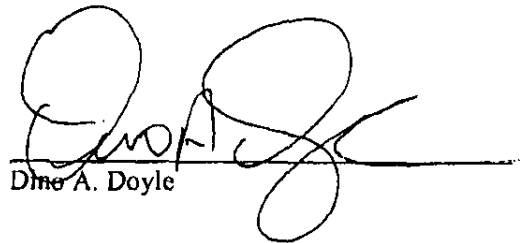
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That FEARLESS SPORTS, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 605 Casabella Circle, Tampa, Florida 33609, has named Dino A. Doyle as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 19<sup>th</sup> day of January, 2009.

  
Dino A. Doyle