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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
SY SPORTS INTERACTIVE, INC.

NAME: FANTASY SPORTS INTERACTIVE, INC.  
NUMBER: H95000000430

FAX AUDIT NUMBER: H95000000470

**CURRENT STATUS: REQUESTED**

DATE REQUESTED: 01/12/1995

TIME REQUESTED: 11:11:48

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: MAIL

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 072720000101

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ARTICLES OF INCORPORATION  
OF  
FANTASY SPORTS INTERACTIVE, INC.

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby applies to form a corporation under the laws of the State of Florida.

**FIRST:** The name of the corporation is: FANTASY SPORTS INTERACTIVE, INC.

**SECOND:** The corporation will engage in the development and presentation of interactive fantasy sports games. The Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**THIRD:** The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be ten (10) million shares.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purpose, or at the organization meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis and for such

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consideration and the issuance of so much of the capital stock as the directors of the company may decide.

**FOURTH:** The amount of capital with which the corporation may begin business will not be less than FIVE HUNDRED DOLLARS (\$500.00).

**FIFTH:** The corporation is to have perpetual existence.

**SIXTH:** The address of the corporation's initial registered office and the name of the initial registered agent at such address is as follows:

Registered Agent

ERIC J. MILLER, ESQUIRE  
10800 Biscayne Boulevard  
Suite 800  
North Miami, Florida 33161

Corporate Mailing Address

10800 Biscayne Boulevard  
Suite 800  
North Miami, Florida 33161

**SEVENTH:** The number of directors constituting the initial board of directors is three (3).

**EIGHTH:** The names and post office addresses of the initial directors constituting the Directors of these Articles of Incorporation and of the corporation's by-laws, are the following:

Eric J. Miller	Donald E. Rhoades	Bryan Zand
10800 Biscayne Blvd.	10800 Biscayne Blvd.	10800 Biscayne Blvd.
Suite 800	Suite 800	Suite 800
Miami, Florida 33161	Miami, Florida 33161	Miami, Florida 33161

**NINTH:** The name and post office address of the Incorporator is:

Eric J. Miller  
10800 Biscayne Boulevard  
Suite 800  
Miami, Florida 33161

**TENTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is hereby especially authorized:

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- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

**ELEVENTH:** Cumulative voting may be permitted by the terms of the by-laws.

**TWELFTH:** The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

IN WITNESS WHEREOF, the party hereto has set his hand and seal this 29 day of December, 1994.

  
ERIC J. MILLER, INCORPORATOR

STATE OF FLORIDA)

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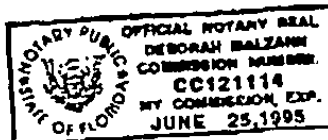
COUNTY OF DADE )

BE IT REMEMBERED, that on this day personally appeared before me, Eric J. Miller, a party to the foregoing Articles of Incorporation, known to me personally to be such or identified by drivers license, and upon his oath acknowledged the above Articles of Incorporation to be the act and deed of the signer, and that the facts therein stated are truly set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 29 day of December, 1994.

  
NOTARY PUBLIC, STATE OF FLORIDA

Commission No.:  
My Commission Expires:



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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
ERIC J. MILLER, Registered Agent

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