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MARK R. DOLAN

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February 23, 1995

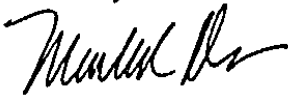
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

FILED
95 FEB 27 PM 2 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To whom it may concern,

Please accept the enclosed articles of incorporation and check for \$122.50 for filing.
Please return a copy for my files.

Sincerely



Mark R. Dolan

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MH
2-28-95

ARTICLES OF INCORPORATION

OF

CARCHARODON, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: CARCHARODON, INC.

ARTICLE II. ADDRESS

The principal place of business of this corporation shall be: 4404 North Grady Avenue, Tampa, Florida 33614.

ARTICLE III. NATURE OF BUSINESS

The purpose of this business is to engage in every aspect of sales of paint ball equipment and the operation of paint ball parks and to transact in any or all lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per

share.

ARTICLE V. ADDRESS; REGISTERED AGENT

The street address of the initial registered office of the corporation shall be: 4404 North Grady Avenue, Tampa, Florida 33614 and the name of the initial registered agent of the corporation at that address is MARK R. DOLAN.

I, MARK R. DOLAN, am familiar with and accept the duties and responsibilities as registered agent for said corporation.



MARK R. DOLAN

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. OFFICERS AND DIRECTORS


This corporation shall have four officers and four directors, initially. The name and street address of the subscriber, officers and directors who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

Robert Tillander, Pres/Dir	4404 North Grady Avenue, Tampa, Florida 33614
Michael Potter, VP/Dir	4404 North Grady Avenue, Tampa, Florida 33614
Matthew Smith, Treas/Dir	4404 North Grady Avenue, Tampa, Florida 33614
Mark Dolan, Sec/Dir	4404 North Grady Avenue, Tampa, Florida 33614

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation shall provide preemptive rights to existing shareholders to purchase any additional shares of stock of the corporation as they are issued, at such terms as the corporation may determine, in such percentage of the whole as each shareholder owns at the time of the offering, prior to such shares being offered to outside parties.

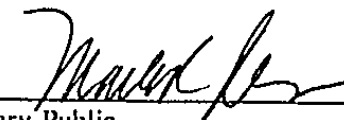
IN WITNESS WHEREOF, the undersigned parties have hereunto set their hands this 23rd day of February, 1995.


Robert Tillander

State of Florida
County of Pinellas

The foregoing instrument was acknowledged by Robert Tillander, who took an oath, and is to me known, before me this 23rd day of February, 1995.

My commission expires:


Notary Public



MARK R DOLAN
My Commission CC379580
Expires Jun. 06, 1998
Bonded by HAI
800-422-1555