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Elizabeth L. Hapner, P.A.

ATTORNEY AT LAW

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May 30, 1995

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

Re: Killer Instinct, Inc.

18000000000000000000
05/31/95 10:11:00
****122.50 ****122.50

To Whom It May Concern:

Enclosed please find the following:

- a.) Articles of Incorporation,
- b.) Certificate Designating Place of Business or Domicile
for Service of Process within Florida, and,
- c.) My firm check in the sum of \$122.50 to cover the cost
of filing of same.

Please file the Articles at your earliest convenience.

Sincerely,

Elizabeth L. Hapner

Elizabeth L. Hapner

ELH/bb
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is KILLER INSTINCT, INC.

ARTICLE II - DURATION

The period of its duration is perpetual.

ARTICLE III - PURPOSES

The purpose is to engage in the operation of commercial volleyball tournaments and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States or by the foreign country.

ARTICLE IV - CAPITAL STOCK

The corporation shall have authority to issue 100 shares of capital stock, \$1.00 par value per share.

ARTICLE V - QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the corporation's by-laws, all of the shares entitled to vote, represented in person or by

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TALLAHASSEE FLORIDA

proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of its initial registered office is Suite 100, 101 South Franklin Street, Tampa, Florida 33602 and the name of its initial registered agent at said address is Elizabeth L. Hapner.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial board of directors is two. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
Gary Collins	8801 Hunter's Lake Drive #217 Tampa, Florida 33647
Sean Schreiber	5520 Gunn Highway #1307 Tampa, Florida 33624

The directors need not be residents of the State of Florida or shareholders of the corporation. The number of directors may be either increased or diminished from time to time in the manner provided in the by-laws but shall never be less than two (2).

ARTICLE VIII - INCORPORATOR

The names and addresses of the incorporator is:

Elizabeth L. Hapner, Esquire	Suite 100 101 South Franklin Street Tampa, Florida 33602
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IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation at Tampa, Hillsborough County,

proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of its initial registered office is Suite 100, 101 South Franklin Street, Tampa, Florida 33602 and the name of its initial registered agent at said address is Elizabeth L. Hapner.

The corporations principal office and mailing address is 5520 Gunn Highway #1307, Tampa, Florida 33624.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial board of directors is two. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
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Gary Collins	8801 Hunter's Lake Drive #217 Tampa, Florida 33647
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ARTICLE VIII - INCORPORATOR

The names and addresses of the incorporator is:

Elizabeth L. Hapner, Esquire	Suite 100 101 South Franklin Street Tampa, Florida 33602
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IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation at Tampa, Hillsborough County,

Florida on this 26th day of May, 1995.

Elizabeth L. Hapner
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THE FOREGOING was acknowledged before me by ELIZABETH L.
HAPNER, personally known to me, on this 26th day of May, 1995.



DELINDA ANN BENNETT
My Commission CC348260
Expires Feb. 03, 1998
Bonded by HAI
800-422-1555

Delinda Ann Bennett
Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

That KILLER INSTINCT, INC. desiring to organize to qualify under the laws of the State of Florida, with its principal place of business in City of Tampa, County of Hillsborough, State of Florida, has named ELIZABETH L. HAPNER, Esquire of Suite 100, 101 South Franklin Street, Tampa, Florida 33602-5327, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 26th day of May, 1995.

Elizabeth L. Hapner
ELIZABETH L. HAPNER, Esquire

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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