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*PR500058745*

ACCOUNT NO. : 072100000032

REFERENCE : 649513 140604A

AUTHORIZATION :

COST LIMIT : *Patricia Pyzdek*

ORDER DATE : July 27, 1995

ORDER TIME : 12:10 PM

ORDER NO. : 649513

CUSTOMER NO: 140604A

CUSTOMER: Mr. Jeffery K. Mcburney  
THE LEARNING CURVE, INC.

700001548697

527 Douglas Avenue

Denedin, FL 34608

DOMESTIC FILING

NAME: AMERICAN THUNDER PAINTBALL,  
INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

*T. BROWN*

JUL 31 1995

FILED  
95 JUL 28 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION  
OF  
AMERICAN THUNDER PAINTBALL, INC.

FILED  
95 JUL 28 AM 43  
SECRET  
FALL RIVER, MASS  
MAINE  
FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMERICAN THUNDER PAINTBALL, INC.

The address of the principal office of this corporation shall be 537 Douglas Avenue, Dunedin, Florida 34698, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Jeffrey K. Mcburney

1591 Nantucket Court  
Palm Harbor, Florida 34683

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

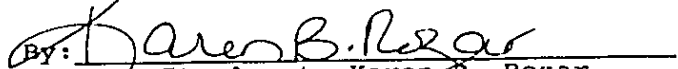
Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on July 28, 1995.

  
Incorporator  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
Its Agent, Karen B. Rozar  
Authorized Service Representative  
Corporation Service Company

RCB/dks