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HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.
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FILED
MAR 25 11 59 AM '96
TALLAHASSEE, FLORIDA

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ANNE SHEFFER DOUGLASS
JAMES D. DYI
DARINA GILLET
GEORGE H. HARRISON
G. JOSEPH HARRISON
THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELSON KIRKLAND



Please Reply To
Post Office Box 400
Bradenton, Florida 34206-0400
Fax (941) 746-9225

March 20, 1996

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****122.50 ****122.50

State of Florida
Division of Corporations
P. O. Box 5327
Tallahassee, FL 32314

Re: Ground Zero Paintball, Inc.

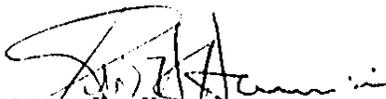
Gentlemen:

Enclosed are two executed copies of the Articles of Incorporation for Ground Zero Paintball, Inc. along with our check in the amount of \$122.50 to cover the cost of filing these Articles.

Please return a certified copy to this office along with the Charter.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.


George H. Harrison

GHH:bw
Enclosures

F. CHESSEY APR 1 1996

ARTICLES OF INCORPORATION
OF
GROUND ZERO PAINTBALL, INC.

FILED
66 MAR 25 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for formation, liability, rights, privileges and immunities of a corporation for profit, does hereby certify as follows:

ARTICLE I

NAME

The name of this corporation shall be GROUND ZERO PAINTBALL, INC. The mailing address of the corporation shall be 339 50th Street West, Palmetto, Florida 34221.

ARTICLE II

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE OF CORPORATION

The general purpose of the business to be transacted by the corporation shall be to engage in any lawful act or activity for which corporations may be organized under the provisions of Chapter

607 of Florida Statutes, which shall include, but not be limited to the following:

To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidences of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of any state, district, territory or country; to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder or pledgee of such stock, or security, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds or other securities, or evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation;

To acquire, by purchase or otherwise, the goodwill, business property rights, franchises and assets of every kind, and undertake, either wholly or in part, the liabilities of any person, firm, association or corporation engaged in any business similar to these purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, as a going

... or otherwise: (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part thereof, or (3) in any other manner, and to pay for the same in cash, the stocks or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise, to hold, maintain and operate or in any manner dispose of the whole or any part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of such business;

To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;

To purchase, take, acquire, lease, hold, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;

To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve

and extend trade and business interests of corporation, association, firms and individuals;

To borrow money, to give its promissory notes or other evidences of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificates of indebtedness or debenture bonds are discharged, but not thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this State, or of the Articles of Incorporation of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description and for the purposes of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law; and

To transact any or all lawful business.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall, except where otherwise expressly stated, be in no wise limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

ARTICLE IV

CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation shall be thirty (30) shares, which shall be common stock having no par value, all of which shall be fully paid and nonassessable.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 339 50th Street West, Palmetto, Florida 34221, and the name of the initial registered agent of this corporation at that address is Steven R. Brunger.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors, and the names and addresses of the initial directors of this corporation are:

Brian R. French
1807 12th Avenue West
Bradenton, FL 34205

Steven R. Brunger
339 50th Street West
Palmetto, FL 34221

Barry L. Watts
1609 60th Avenue West
Bradenton, FL 34207

ARTICLE VII
INCORPORATORS

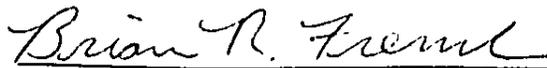
The name and address of the persons signing these Articles of Incorporation are:

Brian R. French
1807 12th Avenue West
Bradenton, FL 34205

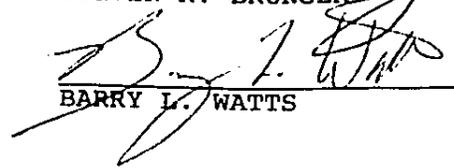
Steven R. Brunger
339 50th Street West
Palmetto, FL 34221

Barry L. Watts
1609 60th Avenue West
Bradenton, FL 34207

IN WITNESS WHEREOF, we have made, subscribed and acknowledged the foregoing Articles of incorporation to be filed in the office of the Secretary of State this 19th day of March, 1996.


BRIAN R. FRENCH

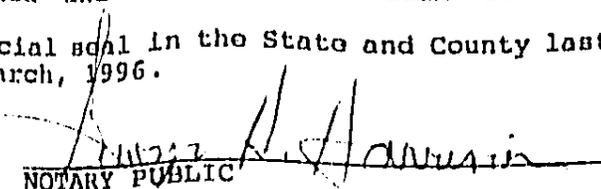

STEVEN R. BRUNGER


BARRY L. WATTS

STATE OF FLORIDA
COUNTY OF MANATEE

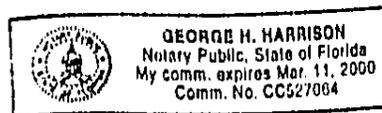
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County last aforesaid to take acknowledgments, personally appeared BRIAN R. FRENCH, STEVEN R. BRUNGER, and BARRY L. WATTS well known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged that they signed and executed the same for the purposes therein stated.

WITNESS my hand and official seal in the State and County last aforesaid this 19th day of March, 1996.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

(OFFICIAL SEAL)



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named registered agent to accept service of process for GROUND ZERO PAINTBALL, INC. pursuant to Chapter 48.091 of the Florida Statutes, hereby accepts this designation and agrees to act in this capacity and further agrees to comply with the provisions of the Act relative to keeping the registered office of the corporation open.


STEVEN R. BRUNGER
Registered Agent

FILED
96 MAR 25 AM 9:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE