

PA6000072554

August 19, 1996

96 AUG 30 PM 2:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
The Capitol Building
Room 2002
Tallahassee, Florida 32301

EFFECTIVE DATE

8-28-96

300001929003
-08/21/96--01098--001
*****70.00 *****70.00

RE: THE ANT HILL GANG CORPORATION

Gentlemen:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for The Ant Hill Gang corporation. Please approve and file the original and certify the copy for us.

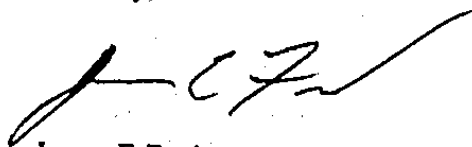
We are enclosing a check made payable to the Secretary of State for charges as follows:

Filing Fee

\$70.00

Thank you for your cooperation and assistance in this connection within this matter. Please let me know if anything further is required.

Sincerely,



James E Ford
495 Bosphorus Avenue
Tampa, Florida 33606
813-254-2578

PA 8/30/96
w96-17689
8/22/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1996

JAMES E. FORD
495 BOSPHORUS AVE
TAMPA, FL 33606

SUBJECT: THE ANT HILL GANG CORPORATION
Ref. Number: W96000017689

We have received your document for THE ANT HILL GANG CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 696A00039988

PER YOUR REQUEST & OUR PHONE CONVERSATION, I HAVE
REVISED MY ARTICLES OF INC. IN ARTICLE V & ADDED THE SIGNATURE
LINE.

Thank You
JF

ARTICLES OF INCORPORATION
OF
THE ANT HILL GANG CORPORATION

FILED
96 AUG 30 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

EFFECTIVE DATE

The Name of this Corporation is THE ANT HILL GANG CORPORATION. 8-28-2000

ARTICLE II - DURATION

The existence of this corporation is to begin at the time of subscription and acknowledgement of incorporation and continue perpetually thereafter.

ARTICLE III - PURPOSE

The corporation is organized for the primary purpose of engaging in the business of manufacturing, advertise and market outdoor kick ball game. In addition, this corporation may engage in every phase of any and all activities or businesses permitted by laws of the United States and of the State of Florida or any other state, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, and may take the form of service rendered, cash, property or any form with a value, in the judgement of the directors, equivalent to or grater than the full par value of the shares.

ARTICLE V - ADDRESS

The street address of the initial registered agents office and the principal office of the corporation in the State of Florida is 495 Bosphorus Avenue, Tampa, Florida 33606. The name of the initial registered agent of this corporation at that address is James Edward Ford, whom is hereby familiar with and accept the duties and responsibilities as registered agent for said corporation. The Board of Directors may from time to time move the principal office to any other address within or without Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE VI - DIRECTORS

The corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time in the manner provided in the by-laws. The names and street addresses of the members of the Board of Directors are:

| | |
|--------------|-------------------------------------|
| James E Ford | 495 Bosphorus, Tampa, Florida 33606 |
| Irene Spoto | 495 Bosphorus, Tampa, Florida 33606 |

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE VII - DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the Directors as directors and as officers, to restrict the transfer of stock by shareholders, to indemnify directors, officers, employees, agents, and any other persons against liabilities to the full extent permitted by law, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its

directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the shareholders.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is James E Ford, 495 Bosphorus Avenue, Tampa, Florida 33606. The Subscriber of these articles of incorporation hereby assigns to this corporation his rights to constitute a corporation and assigns to those persons designated by the Board of Directors any rights he may have as subscriber to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX - CONTRACTS AND OTHER TRANSACTIONS

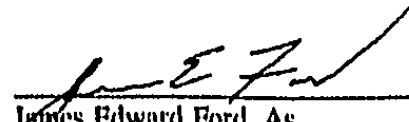
No Contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of the same shall be owned by this corporation, shall be affected or invalidated by reason of this corporation is or are interested in, or is a director or officer, or are directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm or other corporation shall be affected or invalidated by the fact that any director or directors, or officer or officers, of this corporation is a party or are a parties to, or interested in such contract, act or transaction, or in any way connected with such person or persons firm or other corporation.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision

contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. Each amendment submitted to the shareholders for approval shall be approved by a majority of the stock entitled to vote thereon.

IN WITNESS THEREOF, I, the undersigned subscriber, have hereunto set my hand and seal this 28 day of August, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


James Edward Ford, As
Registered Agent and Principal for The Ant
Hill Gang Corporation

STATE OF FLORIDA)
COUNTY)

FILED
26 AUG 30 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgements, personally appeared JAMES EDWARD FORD, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those articles of incorporation.

WITNESS my hand and official seal in the State and County named above this 28 day of August, 1996.

My Commission Expires:


NOTARY PUBLIC

