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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: JEFFREY M. JACOBS, C.P.A., P.A.

ACCT#: 110516003447

CONTACT: JEFF JACOBS

PHONE: (904)260-0483

FAX #: (904)260-0348

NAME: ATLANTIC PAINTBALL DISTRIBUTORS, INC.

AUDIT NUMBER.....H98000004713

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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H98000004713

ARTICLES OF INCORPORATION

EFFECTIVE DATE
3-9-98

OF

ATLANTIC PAINTBALL DISTRIBUTORS, INC.

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopted the following Articles of Incorporation for such corporation:

ARTICLE I

NAME/PRINCIPAL OFFICE/MAILING ADDRESS:

The name of the corporation is:

ATLANTIC PAINTBALL DISTRIBUTORS, INC.

Start date: March 9, 1998

The principal office and mailing address is:

3 WILMART PLACE

PALM COAST, FL 32164

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the initial registered office is:

3 WILMART PLACE

PALM COAST, FL 32164

and the name of the initial registered agent is:

PAUL E. BOLLENBACH, III

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Jeffrey M. Jacobs, CPA, P.A.
11018-112 Old St. Augustine Road
Jacksonville, FL 32257
(904) 260-0483

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**ARTICLES OF INCORPORATION
OF
ATLANTIC PAINTBALL DISTRIBUTORS, INC.**

ARTICLE III

DURATION:

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE:

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK:

The corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 1000 with a par value of \$1.00.

**ARTICLES OF INCORPORATION
OF
ATLANTIC PAINTBALL DISTRIBUTORS, INC.**

ARTICLE VI

BOARD OF DIRECTORS:

The initial board of directors shall consist of one member. His name and mailing address, as well as, the position he holds is as follows:

Name: PAUL E. BOLLENBACH, III
Chairperson

Address: 3 WILMART PLACE
PALM COAST, FL 32164

OFFICERS:

The initial officers of the corporation shall consist of one person. His name and mailing address, as well as, the positions he holds are as follows:

Name: PAUL E. BOLLENBACH, III
President/Secretary/Treasurer

Address: 3 WILMART PLACE
PALM COAST, FL 32164

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**ARTICLES OF INCORPORATION
OF
ATLANTIC PAINTBALL DISTRIBUTORS, INC.**

ARTICLES VII

INCORPORATOR:

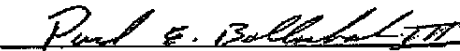
The name and address of the incorporator is:

Name: PAUL E. BOLLENBACH, III

Address: 3 WILMART PLACE

PALM COAST, FL 32164

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Palm Coast, Florida on the 9th day of March, 1998.



Incorporator (Signature)

H98000004713

**ARTICLES OF INCORPORATION
OF
ATLANTIC PAINTBALL DISTRIBUTORS, INC.**

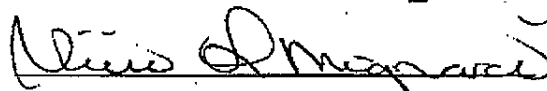
STATE OF FLORIDA

COUNTY OF FLAGLER

Before me, the undersigned authority, personally appeared
PAUL E. BOLLENBACH, III.

Who is to me well known to be the person described in and who subscribed the
above Articles of Incorporation, and he did freely and voluntarily acknowledge
before me according to law that he made and subscribed the same for the uses
and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal,
at Palm Coast in said County and State this 04 day of March, 1998.



Notary Public

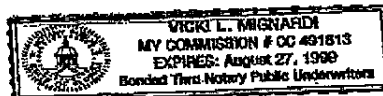
STATE OF FLORIDA

Personally Known

or

Produced Identification

Type of ID produced: Florida Drivers License



ARTICLES OF INCORPORATION
OF
ATLANTIC PAINTBALL DISTRIBUTORS, INC.

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT
BY INCORPORATOR AS SET FORTH IN ARTICLE II

First - That ATLANTIC PAINTBALL DISTRIBUTORS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Palm Coast, state of Florida, has named PAUL E. BOLLENBACH, III, located at 3 WILMART PLACE, in the city of Palm Coast, state of Florida, 32164, 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 provision of all statutes relative to the proper and complete performance of my duties.

Signature

Paul E. Bollenbach III

(Registered Agent)

(Incorporator & Corporate Officer)

Date

3-9-98

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TALLAHASSEE, FLORIDA

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