

P98000071193

FANTASY SPORTS PREDICTIONS, INC.

2041 NE 196 Terrace • NMB, FL 33179
Tel. (305) 931-2002 • Fax (305) 937-4005

August 10, 1998

Florida Department of State
Division of Corporations
Attention: New Filings
PO Box 6327
Tallahassee, FL 32314

300002613723--9
-08/12/98-01030-009
****122.50 ****122.50

RE: NEW CORPORATE FILING OF FANTASY SPORTS PREDICTIONS, INC.

To Whom It May Concern:

Enclosed, please find a check in the amount of \$122.50 as filing fee and for return of a certified copy of the applicable incorporation document concerning the above. Also enclosed are (1) Articles of Incorporation (original and copy) and Certificate of Designation of Registered Agent / Registered Office (original and copy).

If there is any further information which you require, please contact the undersigned at the above stated communication information.

Very Truly Yours,
FANTASY SPORTS PREDICTIONS, INC.



Eric J. Miller
President

Enclosures

FILED
98 AUG 12 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH AUG 14 1998

**ARTICLES OF INCORPORATION
OF
FANTASY SPORTS PREDICTIONS, INC.**

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98 AUG 12 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation in accordance with the laws of the State of Florida and hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation shall be: **Fantasy Sports Predictions, Inc.**

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

The purpose of the corporation is to (1) engage in and transact any lawful business for which corporation may be incorporated under the Florida General Corporations Act and (2) to do such things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them. No other purpose limits this general corporation in any way.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 1,000,000 shares. Such shares shall be of single class common stock, and shall have a par value of One and 00/100 Dollars (\$1.00) per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin shall not be less than One Thousand and 00/100 (\$1,000.00) Dollars.

ARTICLE VI. PRINCIPAL OFFICE

The address of the Corporation's principal office shall be 2041 NE 196 Terrace, NMB, FL 33179

The registered agent is: Eric J. Miller.

ARTICLE VII. CORPORATE POWERS

The Corporation's shareholders have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS

The names and addresses of each person signing these Articles of Incorporation as a subscriber are:

Eric J. Miller, 2041 NE 196 Terrace, NMB, FL 33179

ARTICLE IX. DIRECTORS AND OFFICERS

The Corporation is to be managed by a Board of Directors. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the initial director is:

Eric J. Miller, 2041 NE 196 Terrace, NMB, FL 33179

The initial director shall serve until their successor(s) is elected and qualified as provided in the bylaws. The number of directors set forth herein and constituting the initial board of directors shall be an authorized number of directors until such number is changed by bylaws adopted by the shareholders.

The Corporation shall be run by four officers; a president, vice-president, secretary and treasurer. The names and addresses of the individuals to initially hold these positions are:

President: Eric J. Miller, 2041 NE 196 Terrace, NMB, FL 33179

Vice-President: Eric J. Miller, 2041 NE 196 Terrace, NMB, FL 33179

Secretary: Eric J. Miller, 2041 NE 196 Terrace, NMB, FL 33179

Treasurer: Eric J. Miller, 2041 NE 196 Terrace, NMB, FL 33179

The initial officers shall hold office until their successors are appointed and qualified as provided in the bylaws.

ARTICLE X. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than Thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION

The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

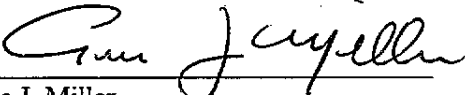
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **Fantasy Sports Predictions, Inc.**
2. The name and address of the registered agent and office is:

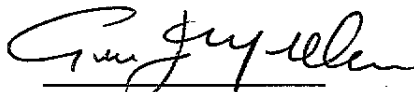
Eric J. Miller
2041 NE 196 Terrace
NMB, FL 33179

Fantasy Sports Predictions, Inc.


Eric J. Miller
President & Director

8/10/98
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Eric J. Miller

8/10/98
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation at Dade County, this 10th day of August 1998.

Samuel P. [Signature]
Witness
M. Thompson
Witness

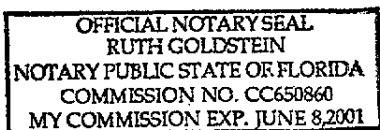
Eric J. Miller
Eric J. Miller, as President

STATE OF FLORIDA)
 Dade)ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, on this 10 day of Aug., 1998, personally appeared Eric J. Miller, who is personally known to me or who has produced a Driver's License as identification and stated that he executed the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

Notary Seal:

Ruth Goldstein
Notary Public, State of Florida



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TALLAHASSEE, FLORIDA