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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: FAN OF THE GAME, I9NC.

AUDIT NUMBER.....H98000023018

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
FAN OF THE GAME, INC.

We, the undersigned, are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE I

The name of the corporation and its principal place of business shall be the following:

FAN OF THE GAME, INC.
14381 S.W. 37th Street
Miami, Florida 33175

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ARTICLE II

The General purpose or objects to be transacted, promoted or carried on by this corporation are:

Any activity or business permitted under the law of the United States and the State of Florida.

ARTICLE III

SHARES OF STOCK-NUMBER

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock at the par value of \$1.00 per share. The shares shall carry no pre-emptive rights.

Stock in this corporation shall be paid for in lawful money, of the United States of America,

This instrument prepared by:
DIANA PAEZ-RAMOS, ESQ.
P. O. BOX 833372
Miami, Florida 33283-3372
FLA BAR # 771597

(305) 372-7951

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or in property, labor or services, provided that where stock is paid for in or by property, labor, services the just value thereof shall be fixed by the incorporators, or the Board of Directors, in the manner prescribed by state Statute.

ARTICLE IV

AMOUNT OF CAPITAL

The amount of capital with which the Corporation will begin business will be a minimum of \$100.00.

ARTICLE V

DURATION

This corporation is to have perpetual existence, commencing upon the approval of the Secretary of State of Florida of these Articles of Incorporation.

ARTICLE VI

DIRECTORS

The affairs of the corporation will managed its Directors. The names and addresses of the individuals who are to serve as directors are as follows:

Mike Arias
14381 S.W. 37th Street
Miami, Florida 33175

Tom Bacotti
14381 S.W. 37th Street
Miami, Florida 33175

ARTICLE VII

OFFICERS

The names and addresses of the individuals who are to serve as the initial officers of the corporation, are as follows:

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Tom Bacotti - President and Treasurer
14381 S.W. 37th Street
Miami, Florida 33175

Mike Arias - Vice President and Secretary
14381 S.W. 37th Street
Miami, Florida 33175

ARTICLE VIII

SUBSCRIBERS

The names and addresses of the individuals who are to serve as the initial subscribers of the corporation, are as follows:


Mike Arias - Incorporator
14381 S.W. 37th Street
Miami, Florida 33175

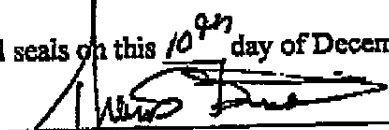
Tom Bacotti - Incorporator
14381 S.W. 37th Street
Miami, Florida 33175

ARTICLE IX

The corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, We, the undersigned, being the Incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and outside the State of Florida, make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true, and hereunto set our hand and seals on this 10th day of December, 1998.


Mike Arias


Tom Bacotti

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVICED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That FAN OF THE GAME, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, and State of Florida, has named DIANA PAEZ-RAMOS, ESQ., 7703 S.W. 129th Place, Miami, Florida 33183 as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state Corporation, at the place designated in the Article, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Diana Paez Ramos
DIANA PAEZ-RAMOS, ESQ.

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