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HOO-FAMILY TRUST 1998 ©

A PRIVATE FAMILY TRUST  
PO BOX 560205, MIAMI, FL 33256-0205 Telephone (305) 661-5900 or 1.888.828.0960 Facsimile (305) 661-9515  
E-MAIL SWAMERICA@worldnet.att.net

May 6, 1999

State of Florida  
Division of Corporation

Dear Officer:


We enclose our check to file the attached Articles of Incorporation, please return the Certified copy to the address at:

11120 SW 73 Ave  
PINECREST  
FL 33156

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Thanks for your attention to the above.

SINCERELY

  
MAURICE HOO

FILED  
1999 MAY -7 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. Purinton MAY 12 1999

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**STATE OF FLORIDA**  
**ARTICLES OF INCORPORATION**  
**OF**  
**GAMEBALL CONCEPTS, INC.**

**FILED**  
1999 MAY -7 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form, organize and incorporate a Corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The Name of the Corporation shall be **GAMEBALL CONCEPTS, INC.** (a Florida corporation)

The principal place of Business shall be: 9100 South Dadeland Boulevard, Suite 404, Miami, FL 33156

**ARTICLE II**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all rights and privileges of a Corporation granted by the law of the State of Florida.

**ARTICLE III**

The following Capital Stock provision shall be deemed to be contractual in nature among the founders and not subject to amendment except by unanimous vote of the Shareholders. The aggregate number of Shares of Stock which the Corporation shall have authority to issue is One Thousand (1,000) Shares of common Stock.

**ARTICLE IV**

The Corporation shall have perpetual existence.

**ARTICLE V**

The Board of Directors shall consist of not less than one (1) nor more than five (5) Directors. The initial Board of Directors shall consist of two (2) Board Members.

The name(s) and address (es) of the member (s) of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws, and the corporation laws of the State of Florida,

shall hold office for the first year of the corporation's business and existence, or until their successors are elected and have qualified are:

NAME	ADDRESS
GREGORY M. HOO	11120 SW 73 Ave, PINECREST, FL 33156
LIONEL BARNET	9100 South Dadeland Boulevard, Suite 404, Miami, FL 33156

#### ARTICLE VI

This corporation, and any or all of the Shareholders of this Corporation, may from time to time enter in such agreements as the deem expedient relating to the share of stock held by them and limiting the transferability thereof; and thereafter any transfer of such shares shall be made in accordance with the provisions of such agreement, provided that before the actual transfer of such share on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of the corporation and a reference to such agreement shall be stamped, written or printed upon the certificate representing such shares, and the By-Laws of this corporation may likewise include provisions for the making of such agreement, as aforesaid.

#### ARTICLES VII

The private property of the Shareholders of the corporation shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

#### ARTICLE VIII

The corporation hereby designates, as its Incorporator and it's Registered Agent with an address and to accept service of process within the State:

LIONEL BARNET	9100 South Dadeland Boulevard, Suite 404, Miami, FL 33156
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#### ARTICLES IX

The following indemnification provision shall be deemed to be contractual in nature and not subject to retroactive removal or reduction by amendment. Who shall be natural persons of legal age, and who shall be elected annually by the Shareholders having voting rights, for the term of one year, and shall serve until the election and acceptance of their duly qualified successors. In the event of any delay in holding, or adjournment of, or failure to hold an annual meeting, the term of the sitting Directors shall be automatically continued indefinitely until their successors are elected and qualified. Directors need not be

residence of the State of Florida nor Shareholders, any vacancies, including vacancies resulting from an increase in the number of directors, may be filled by the Board of Directors, though less than a quorum, for the UN-expired term. The Board of Directors shall have full powers, and it is hereby expressly authorized, to increase or decrease the number of directors from time to time without requiring a vote of the shareholders. (a) This corporation shall indemnify any director who has or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, judicial, administrative or investigative, by reason of the fact that he/she is or was serving at the request of this corporation as a director or officer or member of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgement, fines, and amount paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceeding, including any appeal thereof, if he/she acted in good faith or in a manner he/she reasonably believed to be in, or not opposed to, the best interests of this corporation, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful. However, with respect to any action by or in the right of this corporation to procure a judgement in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his/her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Termination of any action, suit or proceeding by judgement, order, settlement, conviction, or in a pleas of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct.

(b) The corporation shall also indemnify any director or officer who has been successful on the merits or otherwise, in defense of any action, suit, or proceedings, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fee, actually and reasonably incurred by him/her in connection therewith, without the necessity of an independent determination that such director or officer met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such persons.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except and indemnification against gross negligence or willful misconduct under any resolution or agreement duly adopted by the Board of Directors, or duly authorized by a majority of the shareholders.

#### ARTICLE X

No director of the corporation shall be personally liable to the corporation or its shareholder for monetary damages for breach of fiduciary duty as a director; provided, that the foregoing clause shall not apply to any liability of a director for any action for which the Florida Business Corporation Act proscribe this limitation and then only to the extent that this limitation is specifically proscribed.

#### ARTICLE XI

In furtherance, and not in limitation, of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

(a) To make, alter, amend, and repeal the By-Laws of the corporation, subject to the power of the holders of stock having voting power to alter, amend, or repeal the By-Laws made by the Board of Directors.

(b) To determine and fix the value of any property to be acquired by the corporation and to issue and pay in exchange therefore, stock of the corporation; and the judgement of the directors is determining such value shall be conclusive.

(c) To set apart out of the funds of the corporation available for dividends, a reserve or reserves for working capital or for any other lawful purposes, and also to abolish any such reserve in the same manner in which it was created.

(d) To determine from time to time whether and to what extent, and at what time and places, and under what conditions and regulations the accounts and books of the corporation, or any of the books, shall be open for inspection by the shareholders and no shareholder shall have any right to inspect any

account or book or document of the corporation except as conferred by the laws of the State of Florida, unless and until authorized to do so by resolution of the Board of Directors or of the shareholders.

(e) The Board of Directors may, by resolution, provide for the issuance of stock certificate to replace lost or destroyed certificates.

## ARTICLE XII

If the By-Laws so provides, the shareholders and the Board of Directors of the corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the Corporation, subject to the provisions of the laws of the State of Florida, outside of said state at such place or places as may be designated from time to time by the Board of Directors.

The corporation may, in its By-Laws, confer powers upon the Board of Directors in addition to those granted by these Articles of Incorporation, and in addition to the powers and authority expressly conferred upon them by the laws of the State of Florida. Election of directors need not be by ballot unless the By-Laws so provides.

Directors shall be entitled to reasonable fees for their attendance at meetings of the Board of Directors.

## ARTICLE XIII

In case the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are member, or with other corporation or association of which one or more of its directors are shareholders, directors, or officer, such contracts or transaction shall not be invalidated or in any way affected by the fact that such director or directors have or may have an interest therein which is or might be adverse to the interest of this corporation, provided that such contracts or transactions are in the usual course of business.

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm, shall in any way be affected or invalidated by the fact that any of the directors of this corporation is interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which time such contract or transaction was authorized or confirmed, and provided, however, that any such directors of this corporation who are so interested may be counted in determining the existence of a

shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which time such contract or transaction was authorized or confirmed, and provided, however, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such directors may vote thereon to authorize any such contract or transaction with the like force and effect as if he were not such director or officer of such other corporation or not so interested..

#### ARTICLE XIV

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 and powers conferred herein upon shareholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF: I, the undersigned, for the purpose of forming a corporation pursuant to the laws of the State of Florida, have hereunto duly executed the foregoing Articles of Incorporation to be filed in the Office of the Secretary of the State of Florida for the purpose therein set forth this 4<sup>th</sup> day of May, 1999

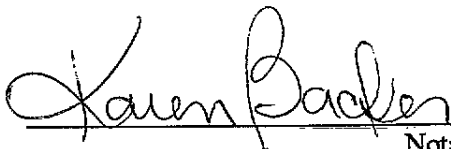


Incorporator: LIONEL BARNET

STATE OF FLORIDA :  
COUNTY OF DADE : SS

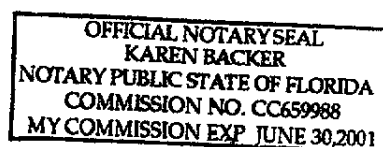
BEFORE ME, a notary public authorized to take acknowledgements in the state set forth above, personally appeared LIONEL BARNE known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

Sworn and subscribed to before me, this the 4th day of May, 1999




Notary Public

My Commission Expires:



**Registered Agent**

Having been named to accept service of process for the above stated corporation, at the place designated, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office



Lionel Barnet, Registered Agent

FILED  
1999 MAY -7 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA