

State of Idaho

Department of State

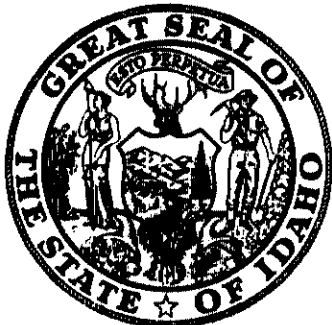
CERTIFICATE OF INCORPORATION OF

NOCBALL INTERNATIONAL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 11, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ava Seikel*

ARTICLES OF INCORPORATION

OF

NOCBALL INTERNATIONAL, INC.

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KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all being citizens of the United States of legal age, this day have voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby certify:

ARTICLE I.

Name

The name of the corporation shall be **NOCBALL INTERNATIONAL, INC.**, hereafter referred to as the corporation.

ARTICLE II.

Duration

The duration of this corporation shall be perpetual.

ARTICLE III.

Purposes

The objectives and purposes of this corporation shall be and are as follows:

1. To promote the game of **NOCBALL**, both at the professional and amateur levels.

2. To supervise, manage, expand, improve and sell franchises under the names of **PROFESSIONAL NOCBALL ASSOCIATION (PNA)**, **AMATEUR NOCBALL ASSOCIATION (ANA)**, and **YOUTH NOCBALL ASSOCIATION (YNA)** and conduct all business necessary or instrumental to the same.

3. To research and develop better, safer and more cost effective equipment for the game of **NOCBALL** and to create, improve and make uniform the basic laws of the game.

4. To conduct and carry on the business of buying, selling and dealing in all kinds of sports equipment and novelty merchandise that the corporation warrants necessary, suitable or useful in connection with the operation, promotion, actual game, Associations or Teams of the sport of **NOCBALL**.

5. To purchase, own, hold, lease (either as lessor or as

lessee), exchange, subdivide, mortgage, sell and generally operate and deal in any and all types of real property within or without the State of Idaho, necessary, suitable or useful in connection with the operation of the business of this corporation.

6. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly.

7. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.

8. To acquire and hold all or any part of the capital stock, assets or good will of any business, of any person, firm, association or corporation engaged in any business in whole or in part similar to that of this corporation, consistent with the objects and purposes of this corporation, and to hold, utilize and in any manner dispose of the whole or any part of the stock, assets, good will and rights so acquired and to conduct in any lawful manner, in whole or in part, any business so acquired, and to undertake or assumed the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

9. To borrow money for any purpose of this corporation, without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the moneys so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation, or in connection with its business; to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation wheresoever situated.

10. To conduct its business in all or any of its branches in the State of Idaho and in any and all other states, territories, possessions, colonies and dependencies of the United States of America, and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within or outside the State of Idaho.

11. The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers

specified in each of the clauses or paragraphs of these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

ARTICLE IV.
Place of Business

The location of the registered office of this corporation within the State of Idaho shall be 516 Central Midland Blvd., Nampa, Canyon County, State of Idaho 83651.

ARTICLE V.
Stock

This corporation is authorized to issue one class of shares of its capital stock to be designated as common stock. The total number of shares of common stock which this corporation shall be authorized to issue is 100,000 shares of no par value.

ARTICLE VI.
Incorporators and Registered Agent

The names and addresses of each of the incorporators of this corporation and the initial Directors of the incorporation are as follows:

NAME	ADDRESS
Michael C. Cook	516 Central Midland Blvd Nampa, Idaho 83651
Charles A Cook	703 Dragon Austin, Texas 78734
Donald P. Cook	36419 North 15th Ave. Phoenix, Arizona 85027

The name of the Initial Registered Agent for the corporation is:

Michael C. Cook	516 Central Midland Blvd Nampa, Idaho 83651
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Each of the persons above enumerated as incorporators and or Initial registered agent is a natural person over the age of twenty-one years and is a citizen of the United States of America.

ARTICLE VII.
Officers

The Board of directors shall appoint a minimum of three offices: a President, Secretary and Treasurer and as many officers and agents as they may deem necessary to conduct the business of the Corporation. The officers and agents shall not be required to be a holder of any of the shares of the common capital stock of the corporation.

ARTICLE VIII.
Capital Stock

The capital stock of this corporation shall be non assessable, and the private property of the share holders of this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

ARTICLE IX.

A director of this corporation shall not be required to be a holder of any of the shares of the common capital stock of the corporation.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this ____ day of _____, 1993.



MICHAEL C. COOK



CHARLES A. COOK



DONALD P. COOK

STATE OF IDAHO)
) ss.
County of Canyon)

On this 7th day of October, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared Michael C. Cook known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same, and I further certify that each of said persons acknowledged to me that they were each over the age of twenty-one years and were each citizens of the United States of America.

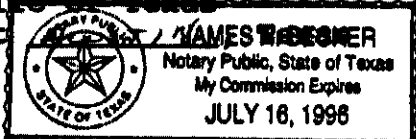
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Susan J. Deffen
Notary Public of Idaho Comm. Exp. 10-4-94
Residing at Nampa, Idaho

STATE OF TEXAS)
) ss.
County of TRAVIS

On this 10 day of Dec., 1993, before me, the undersigned, a Notary public in and for said State, personally appeared Charles A. Cook, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same, and I further certify that said person acknowledged to me that he was over the age of twenty-one years and was a citizen of the United States of America.

IN WITNESS WHEREOF, I have here unto set my hand and affixed my official seal the day and yea in this certificate first above written.

James H. Beeler
Notary Public of Texas
Residing at NAMESTADEN


STATE OF ARIZONA)
) ss.
County of Maricopa

On this 11 day of NOVEMBER, 1993, before me, the undersigned, a Notary public in and for the State, Personally appeared Donald Phillip Cook, Known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same, and I further certify that said person acknowledged to me that he was over the age of twenty-one years and was a citizen of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Kathryn L. Gerould
Notary Public of Arizona
Residing at Peoria, Arizona

My Commission Expires June 24, 1994