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| <p><b>State of Tennessee</b></p>  <p><b>Department of State</b><br/>Corporate Filings<br/>312 Eighth Avenue North<br/>6<sup>th</sup> Floor, William R. Snodgrass Tower<br/>Nashville, TN 37243</p> | <p>For Office Use Only</p> <p>RECEIVED<br/>STATE OF TENNESSEE<br/>2004 FEB 2 AM 9:44<br/>FILED<br/>SECRETARY OF STATE</p> |
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The undersigned acting as incorporator(s) of a nonprofit corporation under the Tennessee Nonprofit Corporation Act adopts the following Articles of Incorporation.

1. The name of the corporation is: U.S. All Star Federation, Inc.

2. Please complete all of the following sentences by checking one of the two boxes in each sentence.  
 This corporation is a  public benefit corporation /  mutual benefit corporation.  
 This corporation is  a religious corporation /  not a religious corporation.  
 This corporation will  have members /  not have members.

3. The name and complete address of the corporation's initial registered agent and office in Tennessee is:  
Kristi Ising, 6745 Lenox Center Court, Ste. 300, Memphis, TN 38115  
 Name Street Address City State, Zip Code County

4. List the name and complete address of each incorporator:  
Grady Garrison, 6075 Poplar Ave., Ste. 500, Memphis, TN 38119  
 Name (Include Street Address, City, State, and Zip Code)  
 Name (Include Street Address, City, State, and Zip Code)  
 Name (Include Street Address, City, State, and Zip Code)

5. The complete address of the corporation's principal office is:  
6745 Lenox Center Court, Ste. 300, Memphis, TN 38115  
 Street Address City State/Country Zip Code

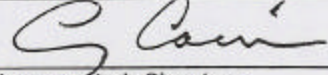
6. The corporation is not for profit.

7. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time are:  
 Date \_\_\_\_\_, \_\_\_\_\_, Time \_\_\_\_\_ (Not to exceed 90 days.)

10. Insert here the provisions regarding the distribution of assets upon dissolution:  
 Upon dissolution, the assets will be distributed to the Members.

11. Other provisions:

January 29, 2004  
 Signature Date

  
 Incorporator's Signature  
 Grady Garrison, Esq.  
 Incorporator's Name (typed or printed)