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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

BARBARA ROWE
Account Name : BUSH ROSS, P.A.
Account Number : 119990000150
Phone : (813) 224-9255
Fax Number : (813) 223-9620

NEW XCELLR8 SOCCER DEVELOPMENT**FLORIDA/FOREIGN LIMITED LIABILITY CO.****XCELLR8 SOCCER & DEVELOPMENT, LLC**

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S. HAWKES

MAY 06 2009

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**ARTICLES OF ORGANIZATION
OF
XCELLR8 SOCCER & DEVELOPMENT, LLC**

The undersigned, acting as an authorized representative of the initial members of the above captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

**ARTICLE I
NAME & PRINCIPAL OFFICE**

The name of this limited liability company is XCELLR8 SOCCER & DEVELOPMENT, LLC (the "Company") and its principal office and mailing address is 17425 Cricket Chirp Loop, Land O' Lakes, Florida 34638.

**ARTICLE II
EFFECTIVE DATE**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

**ARTICLE III
PURPOSE OF ORGANIZATION**

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

Joseph A. Probasco
Florida Bar No.: 0571822
Bush Ross, P.A.
P.O. Box 3913, Tampa, FL 33601-3913
(813) 224-9255
Facsimile Audit No.: (((H09000113883 3)))

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ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company shall be 1801 N. Highland Avenue, Tampa, Florida 33602, and the initial registered agent of the Company at such address is BUSH ROSS REGISTERED AGENT SERVICES, LLC.

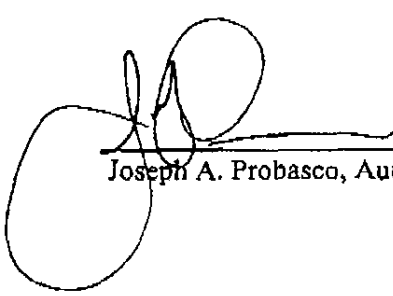
ARTICLE V
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE VI
INDEMNIFICATION

If the criteria set forth in §608.4229, *Florida Statutes*, or any successor statute, and the Company's Operating Agreement have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4229, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles of Organization this 4th day of May, 2009.

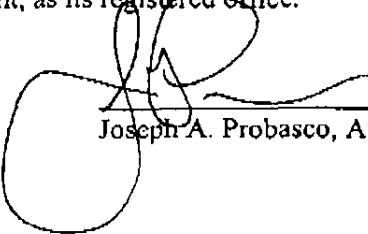


Joseph A. Probasco, Authorized Representative

Facsimile Audit No.: (((H09000113883 3)))

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, XCELLR8 SOCCER & DEVELOPMENT, LLC desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates BUSH ROSS REGISTERED AGENT SERVICES, LLC, as its registered agent for the purpose of accepting service of process within such state and designates 1801 N. Highland Avenue, Tampa, Florida 33602, the business of its registered agent, as its registered office.

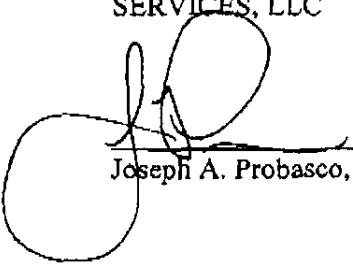


Joseph A. Probasco, Authorized Representative

ACKNOWLEDGMENT

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named Company and agrees to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.

BUSH ROSS REGISTERED AGENT
SERVICES, LLC



Joseph A. Probasco, Authorized Representative

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