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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.
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NAME: MIAMI MANATEES BASEBALL CLUB, INC.

AUDIT NUMBER.....H98000006390

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MIAMI MANATEES BASEBALL CLUB, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT

We, the undersigned, for the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not-for-profit, do hereby adopt the following articles of incorporation.

ARTICLE ONE
NAME

The Corporation name shall be MIAMI MANATEES BASEBALL CLUB, INC.

ARTICLE TWO
INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 7475 S.W. 147 Street, Miami, Florida 33158.

ARTICLE THREE
PURPOSE

The general purpose for which the Corporation is organized is to operate, conduct, manage, maintain and carry on the affairs of a youth baseball team as a not-for-profit organization, and for the doing of any and all other business incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes here mentioned.

H98-6390
Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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ARTICLES OF INCORPORATION
MIAMI MANATEES BASEBALL CLUB, INC.
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ARTICLE FOUR
DIRECTORS

The number of Directors constituting the initial Board of Directors shall be Three (3). The names and addresses of the persons who are to serve as the members of the initial Board of Directors:

Mr. James Potucek	Mr. Paul Alexander	Mr. Ron Lopez
7475 S.W. 147 Street	9271 Sterling Drive	24878 S.W. 128 Path
Miami, Florida 33158	Miami, Florida 33157	Miami, Florida 33032

ARTICLE FIVE
METHOD OF ELECTION OF DIRECTORS

The method of election of Directors shall be stated in the Bylaws of the Miami Manatees Baseball Club, Inc. as established by the Initial Board of Directors.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7475 S.W. 147 Street, Miami, Florida 33158, and the name of its initial registered agent at such address is James Potucek.

ARTICLE SEVEN
MEMBERSHIP

Any natural person over the age of Eighteen (18) years who has a child who is on the roster of the Miami Manatees Baseball Club shall be a Member of the Corporation.

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ARTICLES OF INCORPORATION
MIAMI MANATEES BASEBALL CLUB, INC.
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ARTICLE EIGHT
ONE CLASS OF NON-TRANSFERABLE MEMBERSHIP

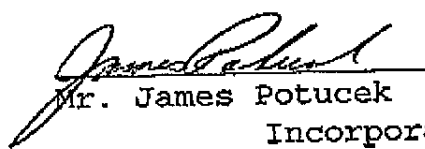
There shall only be One (1) class of Membership in the Corporation; Membership in the Corporation is not transferable.

ARTICLE NINE
INCORPORATORS

The names and addresses of the Three (3) Incorporators are:

Mr. James Potucek	Mr. Paul Alexander	Mr. Ron Lopez
7475 S.W. 147 Street	9271 Sterling Drive	24878 S.W. 128 Path
Miami, Florida 33158	Miami, Florida 33157	Miami, Florida 33032

Executed by the undersigned at Miami-Dade County, Florida on
this 30 day of March 1998.

		
Mr. James Potucek	Mr. Paul Alexander	Mr. Ron Lopez

Incorporators and Initial Directors All

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, James Potucek, am familiar with, and accept my duties and responsibilities as registered agent for the Miami Manatees Baseball Club, Inc.

SIGNED and ACCEPTED this 30 day of March 1998 at Miami-Dade County, Florida.


James Potucek

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