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Karlick & Buckley
Attorneys and Counselors at Law
Suite 200 Republic Building
1454 N.W. 17th Ave., Miami, FL 33125-2384
(305) 325-1561

September 21, 1998

Secretary of State
State of Florida
Corporation Dept.
The Capitol
Tallahassee, Florida

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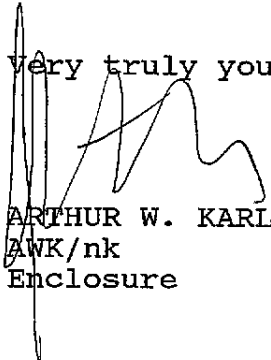
Re: The Lions Athletic Association, Inc.

Ladies and Gentlemen:

Enclosed please find proposed new Florida corporation (non/profit) please file same and return one certified copy as soon as practicable. My check in the sum of \$122.50 is enclosed for this service.

Thank you for your cooperation.

Very truly yours,


ARTHUR W. KARLICK
AWK/nk
Enclosure

**ARTICLES OF INCORPORATION
OF
THE LIONS ATHLETIC ASSOCIATION, INC.**

The articles of the Corporation shall be:

I

NAME

The name of the Corporation shall be:

THE LIONS ATHLETIC ASSOCIATION, INC.

II

ADDRESS

The address of the Corporation is:

C/O ARTHUR W. KARLICK
SUITE #200
1454 N.W. 17TH AVENUE
MIAMI, FLORIDA 33125-2384

The governing body of the corporation shall have the right and opportunity to designate other addresses within Dade, Broward and Monroe Counties, Florida from time to time for the general purposes of this Non-Profit Corporation.

III

CORPORATE NATURE

This is a Non-Profit Corporation solely dedicated for the general health and welfare of the Youth of Dade County and specially devoted to the ethical training, education and the concepts of youth betterment and sports activities of the young people of Dade, Broward and Monroe Counties of Florida. In addition, the Non-Profit Corporation shall engage in Sponsorship of all types of youth activities including Summer Camps and Sports Activities, Leagues and Cheerleading Training. The Corporation is created pursuant to the Florida Corporations Not For Profit Law set forth in Part I of Chapter 617 of the Florida Statutes.

IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this Corporation is formed is to carry on and advance sports activities and ethical behavior for and on behalf of the youth of South Florida in particular for the youth of Dade, Broward and Monroe Counties of Florida. All activities shall be associated and affiliated with the general offices of the International Lions Clubs, with special emphasis and dedication for the District encompassed by District 35-A of the Florida Lion's Organization.

The Corporation shall conduct sports activities, organize sports clubs, teams and groups and established summer camps and leagues for the youth of Dade, Broward and Monroe Counties, Florida. Also, to instill a spirit of ethical sports competition and training via all principals of Athletic and Sportsmanship activities and to build good character and ethical behavior in the youth of South Florida.

The Corporation shall educate young people on a Non-Profit basis in a spirit of atmosphere of fun, sports activity and community friendship. The Corporation shall further raise funds to help provide money for the youth of South Florida through good sportsmanship and behavior.

The Corporation seeks to obtain a Tax-Exempt status for self under the Internal Revenue Code, Section 501 (c) (3) of the Internal Revenue Service Code of the United States of America; or any other corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations qualify as tax-exempt organizations under the Internal Revenue Code.

In furtherance of such purposes, the Corporation may promote, establish, conduct and maintain activities on its own behalf, or it may contribute to or otherwise assist other Corporations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law, and for such purposes it may solicit and receive funds or other property, real, personal or mixed, and interests therein by gift, transfer, devise or bequest, and invest, reinvest, hold, manage, administer, expend and apply such funds and property, subject to such conditions and limitation, if any, as may be expressed in an instrument evidencing such gift, transfer, devise or bequest.

No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any other private individual, but reimbursement for expenses or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it participate in or intervene in any political campaign on behalf of any candidate for public office in the State of Florida, and the United States of America.

V

TERM

This Corporation shall have perpetual existence.

VI

MEMBERSHIP

This Corporation shall have as members all members in good standing of the Lions Club of District 35-A, Multiple District, State of Florida. This present District of the International Lions Club Organization encompasses Dade, the southern part of Broward and Monroe Counties of Florida.

VII

SUBSCRIBERS

The names and residences of the subscribers of this Corporation are as follows:

Jose M. Garcia, 13311 D. S.W. 88th Terrace, Miami, Florida 33186
Bill Gage, 14000 S.W. 83rd Street, Miami, Florida, 33183
Marie Gage, 14000 S.W. 83rd Street, Miami, Florida 33183
Rose M. Uehle-Smith, 175 S.E. 25th Road, #11C, Miami, Florida 33129
M. Dale Smith, 175 S.E. 25th Road, #11C, Miami, Florida 33129
Yolanda Castro, 10400 S.W. 97th Ct, Miami, Florida 33176
Henry Castro, Sr., 10400 S.W. 97th Ct., Miami, Florida 33176
Gary Ciuca, 5774 N.W. 99th Place, Miami, Florida 33178
Hector Ferrer, 1756 N.W. 16th Street, Miami, Florida 33125

VIII

REGISTERED AGENT

The Registered Agent of the Corporation shall also be known as the Counsel for the Corporation; he or she shall be a Lion, a member of the Florida Bar in good standing and appointed by the governing body of the Corporation by majority vote from year to year. The first resident agent is: ARTHUR W. KARLICK, 1454 NW 17 Avenue Miami, Florida.

MANAGEMENT OF CORPORATE AFFAIRS

A. The Directors of the Corporation shall manage its affairs; the numbers of the Directors shall not be less than nine (9) or more than fifteen (15) members, provided however such number may be changed by By-Laws duly adopted by the members.

B. The Directors shall be governed by a President; the duties of the President shall be to preside at meetings of the Directors and to be the Principal Officer of the Corporations Activities, including educational, ethical, financial, sports and youth activities with the advice, consent and direction of the majority of the Directors.

The Directors shall meet as a Board at least once a month at a place to be determined by them from time to time. However, the President at his own determination may call a special meeting of the Directors with written notice of the same to each director of the time and place of such special meeting at least three days in advance of the same.

X

ELECTIONS

The Officers and Directors of this Corporation shall be elected as follows:

SUBSECTION (A)

A nomination meeting shall be held in March of each year with a date and place of such meeting to be determined by the Board of Directors and to be noticed thereof by mail to each participating club at least ten (10) days prior to the time of holding hereof. For the first five years of the operation of this Non-Profit Organization, the entire Board shall serve as a nominating committee. Thereafter, following the completion of five full years of operation, the five past Presidents and/or nominees of the Board shall serve as the nominating committee of the Non-Profit Corporation.

All Officers shall include the Officers and Directors. An Election Meeting shall be held no later than April 15th of each year, at the time and place to be determined by the Board of Directors and two weeks prior written notice thereof shall be given by the Secretary, by mail or personal delivery. Such notice shall include the names of all nominees approved by the preceding nominations committee and a statement that such nominees shall be voted upon at this Election Meeting. No nominations can be made from the floor or at the Election meeting.

All Officers elected as is provided for herein shall take office on July 1 following their Election. The Officers of this Corporation shall consist of the President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer, as elected by the participating club voting delegates in good standing as a Lion and each appointed voting delegates shall have one vote. Officers shall have their respective offices from July 1 thru July 30 of the following year succeeding their Election, and any Officer or Director shall maintain his seat and position until his succeeding Officer is elected and installed. It is the intention of the Membership to provide for staggering terms of office for all Directors, thereby allowing for a continuity of existence and purpose of the Non-Profit Corporation.

XI

DUTIES OF ALL VICE PRESIDENTS

The Vice Presidents of this Organization shall attend each meeting of the Directors. In the event of the absence of the President, of the Board of Directors, the First Vice President shall conduct the meeting of Directors. In the event of the absence of the First Vice President, the Second Vice President shall conduct the meeting of the Directors. In the event of the absence of the Second Vice President, the Third Vice President shall conduct the meeting of the Directors. In the event of the absence of the Third Vice President, the Secretary shall conduct the meeting of the Directors. In the event of the absence of the Secretary, the Treasurer shall conduct the meeting of the Directors. In the event of any absence of any Officer, the next Officer in line of sequence shall have been deemed to have been given the vote of the prior superior officer by automatic proxy at the meeting missed by the Officer of superior position.

XII

DRIVE DIRECTOR

The Board of Directors shall elect a special designated Drive Director or two Co-Directors for a period of one year by majority vote each and every year. Said elected Drive Director may succeed himself/herself for a period of one year but shall not serve but shall not serve for more than two consecutive terms of one year each.

XIII

SECRETARY

The duties of the Secretary shall be to keep the minutes of each of the Directors meetings when sitting as a Board, have the minutes of the prior meeting approved as such at each succeeding meetings and to keep the minutes as supportive evidence for the President when he/she makes reports to each cabinet meeting.

XIIII

TREASURER

The Treasurer shall collect all monies and properties coming to the Corporation during the course of the year, take control of the same and deposit all monies received for the Corporation in proper bank accounts. The Treasurer shall also prepare checks or drafts for such purposes at the Director Meetings as a Board to give an accurate account of the financial status of the Corporation. As the term of each Treasurer ends, the Treasurer shall be given a period of fifteen (15) days to make a final report and determine the control of the Office of Treasurer over to the successor Treasurer.

XV

CORPORATE COUNSEL

The Corporate Counsel shall serve and do all acts required of a Registered and Resident Agent and to make sure all reports require to keep the Corporation in good standing with the State are completed and filed each year. Furthermore, the Counsel shall be expected to attend various Board of Directors Meetings and render legal opinions when the same are necessary and requested.

XVI

EXECUTIVE DIRECTOR

The Board of Directors may elect and/or employ a specially designated Executive Director for a period of one year by majority vote for each and every year. The Executive Director shall follow all terms of the employment contract furnished to him by the Board of Directors and any additional duties specified in said employment contract and/or By-Laws of this Corporation as well as the general purposes of this Corporation Charter.

XVII

BY-LAWS

The provisions of this Corporation are adopted as the By-Laws of this Corporation as completely as if same were set forth in a separate instrument; subject to limitations that maybe contained in that Article or any limitations in the Laws of Florida relating to Corporations not for profit; or approved by the members of the Board of Directors. The By-Laws of this Corporation may be altered, rescinded, expanded, added to or new By-Laws may be adopted either by the Directors at a regular meeting or by a resolution adopted and approved by not less than a two thirds vote of the Directors at a regular Board Meeting.

XVIII

DEDICATIONS OF ASSETS

The property of this Corporation is irrevocably dedicated to the educational and sportsmanship purposes for which this Corporation is formed and no part of the assets of this Corporation shall ever enure to the benefit of any Director, Officer or Member thereof. The Corporation is empowered to pay any and all expenses necessary to operate said Corporation not for profit and to reimburse all parties expending money for operating expenses for said Corporation.

XVIII

AMENDMENT OF ARTICLES

Amendment to these Articles of this Corporation may be proposed by resolution adopted by the Director Meeting as a Board and presented to the Membership of the majority vote members present at any Board of Directors meeting.

XX

DISSOLUTION

Upon the Dissolution or the winding up of this Corporation, its assets shall be distributed to any other Lions Non-Profit Corporation of District 35-A.

INITIAL OFFICERS

The initial Officer elected by the Founders of this Corporation shall be:

President: Jose M. Garcia, 13311 D. S.W. 88th Terrace, Miami, Florida 33186.

First Vice President: Marie Gage, ^{1400 S.W.} 83rd Street, Miami, Florida 33183

Second Vice President: Henry Castro, Sr., 104 S.W. 97th Ct., Miami, Florida 33176

Third Vice President: Bill Gage, ^{1400 S.W.} 83rd Street, Miami, Florida 33183

Secretary: Rose M. Uehle-Smith, 175 S.E. 25th Rd., #11C, Miami Florida 33129

Treasurer: Hector Ferrer, 1756 N.W 16th Street, Miami, Florida 33135

Directors: Yolanda Castro, 104 S.W. 97th Ct., Miami, Florida
Gary Ciuca, 5774 N.W. 99th Pl., Miami, Florida 33178
Dale Smith, 175 S.E. 25th. Rd., #11C, Miami, Fl 33129

Co-Drive: Colleen Westmoreland 11035 SW 93 St. Miami, Fl 33176

Directors: Bill Gage, 1400 S.W. 83rd Street, Miami, Florida 33183
Henry Castro Sr., 104 S.W. 97th Ct. Miami, Florida 33176

IN WITNESS WHEREOF the undersigned Incorporators and initial Board of Directors have hereunto set their hands and seals this 7 day of August, 1998.

Bill Gage

Marie Gage

Henry Castro Sr.

Rose M. Uehle-Smith

Hector Ferrer

Yolanda Castro

Hector Ferrer

Yolanda Castro

Colleen L. Westmoreland

SWORN TO AND SUBSCRIBED and personally known to me this 7 day of August, 1998.

Nancy Karllick
NOTARY PUBLIC



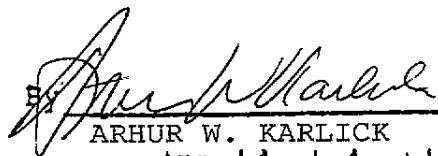
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That The Lions Athletic Association, Inc.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at City of Miami County
of Miami-Dade, State of Florida
has named ARTHUR W. KARLICK
located at 1454 N.W. 17 Avenue
(Street address and number of building,
Post Office Box address not acceptable)
City of Miami, County of Miami-Dade
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said
office.

By 
ARTHUR W. KARLICK
(Resident Agent)