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**SOCCER MADNESS INC.
7230 FAIRWAY DR. SUITE F-12
MIAMI LAKES, FL. 33014
PH: (305)512-8670**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN -5 PM 3:16

December 30, 1997

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DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
PO BOX 6327
TALLAHASSEE, FLORIDA 32314

SUBJECT: SOCCER MADNESS INC.
Ref. Number: W97000028430

Attention: Doris Brown

Thank you for advising me about the corrections that needed to be made. Enclosed is the corrected copy. During working hours I can be reached at (954)922-9292 or (305)512-8670. Any further information that may be sent to me can be sent to 7230 Fairway Drive, suite F-12, Miami Lakes, Fl. 33014.

If you have any questions or request further information, do not hesitate to contact me.

Sincerely,
Leonel Vega
President

284,505,2551,2550

W/97-28430

D. BROWN JAN - 5 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1997

LEONEL VEGA
7230 FAIRWAY DRIVE
SUITE #F-12
MIAMI, FL 33014

SUBJECT: SOCCER MADNESS
Ref. Number: W97000028430

We have received your document for SOCCER MADNESS and your check(s) totaling \$123.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 997A00059988

ARTICLE OF INCORPORATION
OF

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SOCCER MADNESS, INC.

The principal place of business of this corporation shall be:

7230 FAIRWAY DRIVE, SUITE #F-12

MIAMI, FL. 33014

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, The state of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100 x \$10.00 = \$1,000.00

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

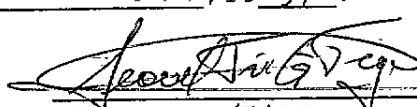
Leonel Vega (President)
7230 FAIRWAY DRIVE, SUITE #F-12
Miami, Fl. 33014

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are):

Leonel Vega
7230 Fairway Drive, Suite # F-12
Miami, FL. 33014

The undersigned has(have) executed these Articles of Incorporation this 18th day of December, 1997.

 / PRESIDENT
Signature/Title

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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DIVISION OF CORPORATIONS
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Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

SOCCER MADNESS, INC

2. The name and address of the registered agent and office

is _____ Leonel Vega _____
(Name)

7230 FAIRWAY DRIVE, SUITE # F-12
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL. 33014
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

Leonel Vega

DATE 12/18/97

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DIVISION OF CORPORATIONS
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