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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
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BASIC AMENDMENT

SE HABLA FUTBOL, INC.

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*Amended & Restated  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 13, 1999

SE HABLA FUTBOL, INC.  
7444 SW 48 STREET  
MIAMI, FL 33155

SUBJECT: SE HABLA FUTBOL, INC.  
REF: P98000095585

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlene Connell  
Corporate Specialist

FAX Aud. #: H99000011459  
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# AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective May 12, 1999 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

## Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Se Habla Futbol, Inc.  
Old Name:

## Article II. Address

The mailing address of the Corporation is:  
Se Habla Futbol, Inc.  
7444 SW 48 Street  
Miami FL 33155

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## Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Tom Mulroy

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

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**Article IV. Capital Stock**

The Corporation shall have the authority to issue 4,000,000 shares of common stock, par value \$.01 per share. In addition, the Corporation shall have the authority to issue 500,000 shares of preferred stock, par value \$.01 per share, which may be divided into series and with the preferences, limitations and relative rights determined by the Board of Directors.

**Article V. Registered Agent**

The name and address of the registered agent of the Corporation is:

Tom Mulroy  
7444 SW 48 Street  
Miami FL 33155

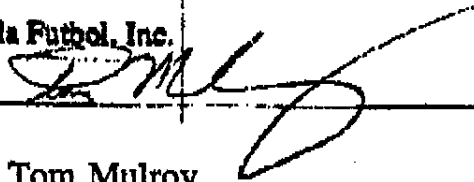
**Article VI. Corporate Existence**

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Se Habla Futbol, Inc.

By: \_\_\_\_\_



Name: Tom Mulroy

Title: President

Date: May 12, 1999

Corporate Creations International Inc.  
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Miami Beach FL 33139  
(305) 872-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**


**CORPORATION:**

Se Habla Futbol, Inc.

**REGISTERED AGENT/OFFICE:**

Tom Mulroy  
7444 SW 48 Street  
Miami FL 33155

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
TOM MULROY      May 12/1999

Date: May 12, 1999

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