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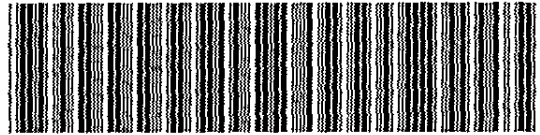
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Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

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2006 JUL 25 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

07/25/06--01051--014 \*\*78.75

T. Burch JUL 26 2006

GEORGE F. HERO  
ATTORNEY AT LAW

July 24, 2006

Department of State of Florida  
Division of Corporations  
2661 Executive Center Circle-Clifton Building  
Tallahassee, Florida, 32399

Attention: New Filing Section:

Re: PANAMERICAN SOCCER 5 INC.

Enclosed please find an original and two (2) copies of the articles of incorporation for the above corporation and this office's trust check number 7498 for the amount of \$78.75.

Said enclosed funds represents the following costs:

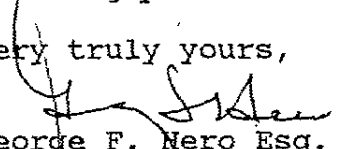
a) Filing Fee	\$35.00
b) Designation of Registered Agent	35.00
c) Certified Copy	<u>8.75</u>
Total	\$ 78.75

I have enclosed an extra copy of said articles of incorporation and request this copy also be return reflecting the date of filing of said corporation.

I am enclosing an DHL EXPRESS (f\k\A AirBorne express) AIRBILL number 1630843395 and envelope in order for your office to return said approved corporation to this office.

Thanking you in advance for your earliest attention to this matter.

Very truly yours,

  
George F. Nero Esq.  
GFH:bs  
enclosure  
DHL AIR BILL # 1630843491

8603 SOUTH DIXIE HIGHWAY, STE. 300  
MIAMI, FLORIDA 33143  
TEL 305.665.1766 FAX 305.665.1900

ARTICLES OF INCORPORATION

PANAMERICAN SOCCER 5 INC.

The undersigned subscriber for the purpose of forming a Corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I. Name.

The name of this corporation is:

PANAMERICAN SOCCER 5 INC.

ARTICLE II. Nature of Business.

The general nature of the business and the objects and purposes to be transacted and carried are:

1. Any activity or Business permitted under the laws of the United States and/or the State of Florida.

2. And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

3. And, further, to borrow or raise money for any purpose of the company, and to secure the same with interest, or for any other purpose. To mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE III.** Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five Hundred Shares (500), Common Stock, \$1.00 par value per share.

**ARTICLE IV.** Term of Existence

This corporation shall have perpetual existence.

**ARTICLE V.** Principal Office

The initial address of the Principal office and mailing address of this corporation in the State of Florida is:

6991 N.W. 74th STREET, MEDLEY, FLORIDA, 33166

**ARTICLE VI.** Directors

This corporation shall have one (1) director initially.

The number of Director's may be increased from time to time pursuant to the bylaws of the corporation and any director is not required to be a stockholder of the corporation.

**ARTICLE VII.** Initial Board of Director

The name and post office address of the member of the first Board of Director, who subject to the provisions of the Certificate of Incorporation, bylaws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until successors are elected and have qualified is:

ARCHIE MEHECH 6991 N.W. 74th STREET, MEDLEY FLORIDA, 33166.

ARTICLE VIII. Subscriber

The name and post office address of the subscriber of these Articles of Incorporation and the number of shares of stock the subscriber agrees to take are:

ARCHIE MEHECH 6991 N.W. 74th STREET, MEDLEY FLORIDA 33166-1 SHARE;

ARTICLE IX. Initial Registered Office and Agent.

The street address of the initial registered office of this corporation is:

6991 N.W. 74th STREET, MEDLEY, FLORIDA 33166.

and the name of the initial registered agent of this corporation is:

ARCHIE MEHECH

ARTICLE X. Amendment

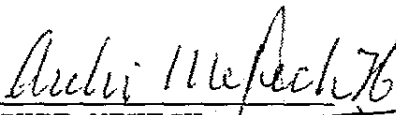
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting, by 51% of the Stock entitled to vote thereon.

ARTICLE XI. Indemnification

The corporation shall indemnify and save harmless any officer or director, or any former officer or director, to the full extent permitted by law.

THE UNDERSIGNED, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of

Florida, do hereby make, subscribe, acknowledge and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do agree to take the number of shares of stock hereinabove set forth, and accordingly have set their hand and seal this 20th day of JULY, 2006.

  
\_\_\_\_\_  
ARCHIE MEHECH

STATE OF FLORIDA,                    )  
  ) SS.:  
COUNTY OF MIAMI-DADE,            )


I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appeared **ARCHIE MEHECH** and acknowledged that he executed the foregoing as subscriber to these Articles of Incorporation.

WITNESS my hand and seal in the County and State first named above this 20th day of JULY, 2006.

My Commission Expires:



George F Hero  
My Commission DD328586  
Expires July 28, 2008

  
\_\_\_\_\_  
Notary Public, State of Florida  
GEORGE F. HERO  
Printed Name of Above Notary

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation 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 **PANAMERICAN SOCCER 5 INC.**
2. The name and address of the registered agent and office is

**ARCHIE MEHECH**  
6991 N.W. 74th STREET  
MEDLEY, FLORIDA, 33166

  
ARCHIE MEHECH-President.

Dated this 20th day of JULY, 2006.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment 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 registered agent

By:   
ARCHIE MEHECH

Dated this 20th day of JULY, 2006.