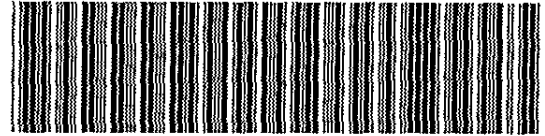


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 14, 2002

Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: National Foundation of Professional Athletes, LLC

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of organization, and a check payable to the Florida Department of State in the amount of \$130.00 covering the filing fee, designation of registered agent, and a certificate of status. Please contact me if there are any questions, and otherwise send the letter of acknowledgment to me at the address indicated above.

Thank you for your assistance in this matter.

Sincerely,


Homer P. Appleby

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

ARTICLE I – Name:

The name of the Limited Liability Company is: National Foundation of Professional Athletes, LLC

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 4839 NW 55th Drive, Coconut Creek, Florida 33073.

ARTICLE III – Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue for a period of fifty (50) years thereafter.

ARTICLE IV – Registered Agent, and Registered Office:

The name and the Florida Street address of the registered agent is:

Homer P. Appleby
Attorney at Law
3245 Saint James Drive
Boca Raton, FL 33434

ARTICLE V – Management:

The limited Liability Company is to be managed by the members and the names and addresses of the members are:

Jarrod Simmons
4839 NW 55th Drive
Coconut Creek, FL 33073

Joe Davis
11491 NW 41st Street
Coral Springs, FL 33065

ARTICLE VI – Admission of Additional Members:

The members shall have the right to admit additional members upon the unanimous consent of all existing members.


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TALLAHASSEE, FL

ARTICLE VII – Members' Rights to Continue Business:

The remaining members of the Limited Liability Company, upon unanimous consent, shall have the right to continue its business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

Whereof, the undersigned member has executed these Articles this 15 day of November 2002.


Jarrod Simmons, Managing Member

In accordance with F.S. 608.408(3), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT / REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

National Foundation of Professional Athletes, LLC

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

Homer P. Appleby
Attorney at Law
3245 Saint James Drive
Boca Raton, FL 33434

By:


Jarrod Simmons, Managing Member

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company 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 as provided for in Chapter 608, F.S.


Homer P. Appleby, Esq. (signature)

November 15, 2002
(date)