

Joseph R. Cianfrone
OF COUNSEL
Robert J. Kelly
Neil E. Polster

1968 Bayshore Boulevard
Dunedin, Florida 34698
(727) 738-1100
(727) 733-2154
Fax (727) 733-0042

January 21, 2000

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-01/25/00-01003-012
*****78.75 *****78.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Palm Harbor Hawks Soccer Club, Inc.

Dear Sir/Madame:

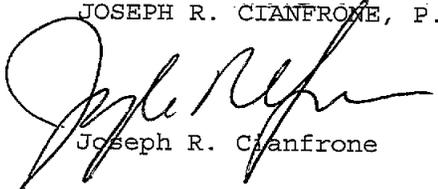
I am enclosing an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the filing fees and certified copy costs.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your anticipated cooperation in this matter.

Sincerely,

JOSEPH R. CIANFRONE, P.A.



Joseph R. Cianfrone

FILED
00 FEB 14 PM 4:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JRC:dmc
Enclosures

cc: Steve Putnam

Putnam\DepState.001

S. Thompson FEB 14 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 28, 2000

JOSEPH R. CIANFRONE
1968 BAYSHORE BLVD.
DUNEDIN, FL 34698

SUBJECT: PALM HARBOR HAWKS SOCCER CLUB, INC.
Ref. Number: W00000002507

We have received your document for PALM HARBOR HAWKS SOCCER CLUB, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 700A00004093

JOSEPH R. CIANFRONE, P.A.

Joseph R. Cianfrone
OF COUNSEL
Neil E. Polster

1968 Bayshore Boulevard
Dunedin, Florida 34698
(727) 738-1100
(727) 733-2154
Fax (727) 733-0042

February 10, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Letter Number: 700A00004093
Ref. Number: W00000002507
Palm Harbor Hawks Soccer Club, Inc.
n/k/a Tampa Bay Hawks Soccer Club, Inc.

Dear Sir/Madame:

Enclosed please find for refileing an original and one copy of the Articles of Incorporation for the above-named corporation.

As per your letter of January 28, 2000, Letter Number: 700A00004093, the Articles have been corrected to add a third director.

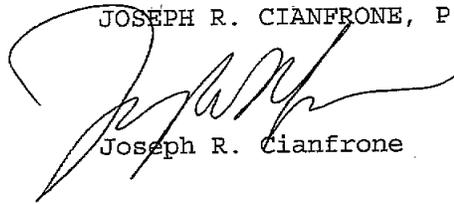
The Articles also reflect a change in the name of the corporation.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your anticipated cooperation in this matter.

Sincerely,

JOSEPH R. CIANFRONE, P.A.



Joseph R. Cianfrone

JRC:dmc
Enclosures

cc: Steve Putnam

Putnam\DepState.002

*7419 U.S. Highway 19
New Port Richey, Florida 34652

*Available for consultation

*5308 Spring Hill Drive
Spring Hill, Florida 34606

FILED
00 FEB 14 PM 14:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TAMPA BAY HAWKS SOCCER CLUB, INC.
A NOT-FOR-PROFIT CORPORATION
ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION the incorporator forms a not-for-profit corporation under Florida law.

1. NAME. The name of this corporation is TAMPA BAY HAWKS SOCCER CLUB, INC.

2. PURPOSE. The purpose for which this corporation is organized is to maintain and operate the TAMPA BAY HAWKS SOCCER CLUB and any other lawful purpose.

3. STREET ADDRESS. The street address of the initial principal office and the mailing address of the corporation is 5 Linden Lane, Palm Harbor, Florida 34683.

4. MEMBERS. Members of this corporation shall be admitted to membership pursuant to the terms of the Bylaws.

5. TERM. This corporation shall exist perpetually.

6. INCORPORATOR. The name and residence of the incorporator is:

JOSEPH R. CIANFRONE, Esquire
848 Hillside Drive
Palm Harbor, Florida 34683

7. OFFICERS.

(a) The affairs of this corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers shall serve until the next annual meeting of the Board of Directors unless removed earlier in accordance with the bylaws.

(b) The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

President Steve Putnam

Secretary/Treasurer Stan Adams

8. DIRECTORS. This corporation shall have a Board of Directors of three (3) directors initially. The number of directors shall be prescribed in the bylaws from time to time. The names and addresses of the directors who shall serve until the first election are:

Steve Putnam
9 Linden Lane
Palm Harbor, FL 34683

Stan Adams
407 Rio Casa N.
Indialantic, FL 32903

Joseph R. Cianfrone
848 Hillside Drive
Palm Harbor, FL 34683

Vacancies in the initial Board of Directors occurring before the first election shall be filled by the directors remaining in office even though they do not constitute a quorum of the Board of Directors. The method of election of directors shall be as stated in the Bylaws.

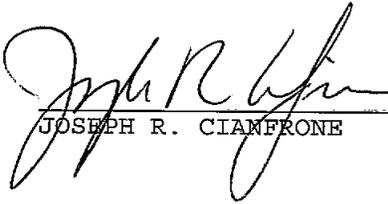
9. BYLAWS. The bylaws of the corporation shall be adopted by the Board of Directors.

10. AMENDMENTS. An amendment to these articles may be proposed by the Board of Directors or a member. Amendments shall be adopted by the Board of Directors by the affirmative vote of at least three fourths (3/4) of the directors present and voting at a meeting at which a quorum is present.

11. RESIDENT AGENT. The initial resident agent for this corporation is Joseph R. Cianfrone at the initial resident office, which is located at 1968 Bayshore Boulevard, Dunedin, Florida 34698.

12. MEMBERS MEETINGS. No act of the members shall be valid unless taken at a meeting of members after notice as prescribed in the bylaws.

DATED on February 10, 2000



JOSEPH R. CIANFRONE

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10th day of FEBRUARY, 2000, by JOSEPH R. CIANFRONE, who is personally known to me or who has produced _____ as identification.

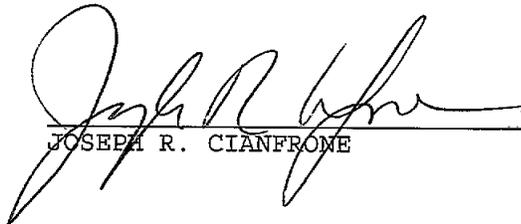


NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

 Donna M Cox
My Commission CC764881
Expires August 5, 2002

CONSENT OF RESIDENT AGENT

HAVING BEEN NAMED as resident agent for this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



JOSEPH R. CIANFRONE